

RECORDATION NO. 15311-B FROM 1480

NOV 18 1987 - 3 55 AM

INTERSTATE COMMERCE COMMISSION



CIS Corporation  
3rd Floor  
909 Montgomery Street  
San Francisco, CA 94133  
(415) 788-7900  
TELECOPY 415-421-4722

NOVEMBER 17, 1987

No. 7-322A010  
Date NOV 18 1987  
Fee \$ 10.00

*\$10.00 filing fee*

Dear Ms. McGee: ICC Washington, D. C.

On behalf of CIS Corporation, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder two (2) executed counterparts of the following enclosed document:

A Bill of Sale and Partial Assignment of Lease dated this 16<sup>th</sup> day of NOVEMBER 1987, a secondary document, not previously recorded.

The parties to the above-mentioned Bill of Sale and Partial Assignment of Lease are:

CIS Corporation - Assignor/Seller  
909 Montgomery Street  
Third Floor  
San Francisco, CA 94133

and

CIS Capital Equipment Fund, Ltd. 2 - Assignee/Buyer  
880 Carillon Parkway  
St. Petersburg, FL 33716

The Bill of Sale and Partial Assignment of Lease transfers the right, title and interest from CIS Corporation to CIS Capital Equipment Fund, Ltd. 2 in and to ninety (90) of the one hundred three (103) Rotary Gondola Railcars covered by that certain Memorandum of Lease dated as of May 15, 1987 (the "Memorandum") between PLM Railcar Management Services, Inc. (Lessor) and CSX Transportation, Inc. (Lessee) and recorded with the ICC on September 18, 1987 under recordation number 15311, and should be recorded under the next available letter under recordation number 15311 (a portion of which Memorandum as it relates to ninety (90) of the Rotary Gondola Railcars was assigned by the Lessor to CIS Corporation) and the right, title and interest of CIS Corporation in, to and under the Lease as to the said ninety (90) Rotary Gondola Railcars.

*Open by me S. H. Hanson  
this is under 15311-B*

NOV 18 8 49 AM '87  
MOTOR OPERATING UNIT  
ICC OFFICE OF  
THE SECRETARY

Ms. N. R. McGee

Page 2

The rolling stock covered by the Bill of Sale and Partial Assignment of Lease consists of the ninety (90) Rotary Gondola Railcars identified in Schedule A attached thereto.

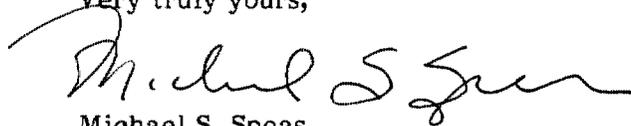
A short summary to appear in the ICC Index as to the Bill of Sale and Partial Assignment of Lease is as follows:

"PLMX 40000-40089."

Enclosed is a check in the amount of ten dollars (\$10.00) in payment of the filing fee.

Once this filing has been made, please return to bearer one (1) stamped copy of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and one extra copy of this letter of transmittal.

Very truly yours,



Michael S. Speas  
Senior Corporate Counsel

Honorable Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Enclosures

MSS/ka

BY HAND

Interstate Commerce Commission  
Washington, D.C. 20423

11/18/87

OFFICE OF THE SECRETARY

Michael S. Speas  
Senior Corporate Counsel  
CIS Corporation 3rd FL.  
909 Montgomery Street  
San Francisco, Calif. 94133

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/18/87 at 8:55am, and assigned re-  
recording number(s). 15311-B

Sincerely yours,

*Norita R. McGee*  
Secretary

Enclosure(s)

SE-30  
(7/79)

BILL OF SALE AND PARTIAL ASSIGNMENT  
OF LEASE

RECORDATION NO. 15311-B  
NOV 18 1987 - 8 25 AM  
INTERSTATE COMMERCE COMMISSION

CIS Corporation, a New York corporation (the "Seller"), for and in consideration of the payment of one million, one hundred and one thousand three hundred sixty two dollars and forty-three cents (\$1,101,362.43) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, does hereby bargain, sell, assign, and transfer to CIS Capital Equipment Fund, Ltd. 2, a California limited partnership (the "Buyer"), its successors and assigns, the property described below subject to the terms and conditions of a Master Car Lease dated as of May 15, 1987 (the "Lease") by and between PLM Railcar Management Services, Inc., a Delaware Corporation ("PLM"), and CSX Transportation, Inc. (the "Lessee"), a Memorandum of which Lease dated as of May 15, 1987 was filed with the Interstate Commerce Commission (the "ICC") on September 18, 1987 at Recordation No. 15311, and that portion of which Lease which covers the property described below was assigned by PLM to the Seller pursuant to a Bill of Sale and Partial Assignment of Lease dated as of September 18, 1987 from PLM to the Seller filed with the ICC on September 18, 1987 at Recordation No. 15311A:

Description of the Equipment:

<u>Quantity</u>	<u>Manufacturer</u>	<u>Description</u>	<u>Road Numbers</u>
90	Greenville Steel Co.	1968 Rotary Gondola Railcars; AAR Car Type Code J402	PLMX 40000 through and including PLMX 40089

TOGETHER WITH (a) all additions, parts, fittings, appurtenances, other equipment, accessories, special tools, attachments, and accessions installed in or attached to the foregoing property, (b) the Lease as it relates only and in any and all respects to the foregoing property and all rights, powers, and remedies of the Seller under the Lease as it relates only and in any and all respects to the foregoing property (including, without limitation, the right to collect all rents and other sums payable by the Lessee under the Lease with respect to the foregoing property on and after the date of this Bill of Sale), and (c) any and all insurance policies, binders, and certificates, records, guaranties, endorsements, warranties, indemnity agreements, service contracts, maintenance agreements, financing statements, and other documents and agreements (including, without limitation, the Seller's rights in and to an Equipment Management Agreement dated September 18, 1987 by and between PLM Investment Management, Inc. and the Seller) to the extent any relate to any of the foregoing.

All of which property has been delivered by the Seller to the Buyer and accepted by the Buyer from the Seller on this day.

TO HAVE AND TO HOLD such property to the Buyer, its successors and assigns, forever.

The Seller hereby covenants and warrants that the Seller is the owner of such property, the Seller is hereby conveying to the Buyer all of the Seller's rights, title, and interest in such property, that the Seller's title is good and marketable, and that such property is free of all leases, liens, claims, charges, and encumbrances of any kind or nature whatsoever other than the Lessee's rights under the Lease.

EXCEPT AS EXPRESSLY PROVIDED IN THIS BILL OF SALE, THE PROPERTY IS BEING SOLD "AS IS, WHERE IS", WITHOUT ANY REPRESENTATION OR WARRANTY OF ANY KIND WHATSOEVER INCLUDING, WITHOUT LIMITATION, ANY REPRESENTATION OR EXPRESS OR IMPLIED WARRANTY AS TO THE CONDITION OF THE PROPERTY OR ITS MERCHANTABILITY OR FITNESS FOR A

PARTICULAR PURPOSE, WITH ALL FAULTS RELATING THERETO, WHETHER KNOWN OR UNKNOWN, LATENT OR PATENT, AND WITH THE BUYER HAVING HAD FULL OPPORTUNITY FOR INSPECTION AND DETERMINATION OF CONDITION, TITLE, AND ALL OTHER MATTERS.

IN WITNESS WHEREOF, the Seller has caused this Bill of Sale to be executed by its duly authorized representative this 16<sup>th</sup> day of NOVEMBER, 1987.

CIS CORPORATION

By: \_\_\_\_\_

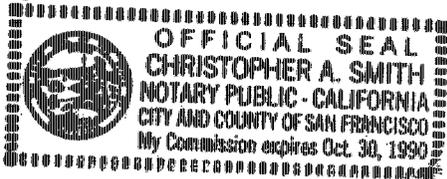
Title: \_\_\_\_\_

STATE OF Calif )

) ss:

COUNTY OF SAN FRANCISCO

On this 16<sup>th</sup> day of November, 1987, before me personally appeared Steve Bieumen, to me personally known, who being by me duly sworn says that such person is Vice President of CIS Corporation, that the foregoing Bill of Sale and Partial Assignment of Lease was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



\_\_\_\_\_  
Notary Public