

ZALKIN, RODIN & GOODMAN

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

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10425-B
JUL 3 1984 11 45 AM
APR 23 1984

July 2, 1984

No. []
Date JUL 3 1984
Fee \$ 10.00 + 10.00 = 20

INTERSTATE COMMERCE COMMISSION
Interstate Commerce Commission
Room 2303
12th Street and Constitution
Avenue N.W.
Washington, DC 20423

ICC Washington, D.C.

RECORDATION NO. 10426-B Filed 1425

JUL 3 1984 11 45 AM

Attn.: Ms. Mildred Lee
Secretary

INTERSTATE COMMERCE COMMISSION

Re: Edward A. Dean, Jr.

RECEIVED

JUL 3 11 45 AM '84

FEE OPERATION BR.
I.C.C.

Dear Ms. Lee:

NO-10426
10426

Enclosed for recordation pursuant to 49 U.S.C. §11303 and the regulations thereunder, as revised, are an original and two copies of a Bill of Sale and Assignment dated as of June 26, 1984 from Edward A. Dean, Jr. to ChemCredit, Inc.

The names and addresses of the parties to the Bill of Sale and Assignment are as follows:

a. Seller:

Edward A. Dean, Jr. Route 1, Box 41B Fort Meade, Florida 33841

b. Purchaser:

ChemCredit, Inc. 300 Jericho Quadrangle Jericho, New York 11753

C. Dean

July 2, 1984

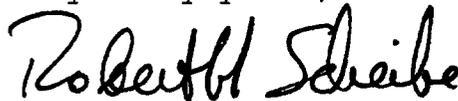
Pursuant to the Bill of Sale and Assignment, the Seller granted, bargained, sold, assigned, transferred, conveyed and delivered to the Purchaser the units of railroad equipment set forth in Schedule A annexed hereto, together with all of Seller's rights, title and interest in and to any leases of the railroad equipment in effect.

The undersigned is the authorized agent for the Purchaser for the purpose of submitting the enclosed document for recordation.

Please return the original and counterparts of the enclosed document not needed for recordation to the bearer hereof or to Robert H. Scheibe, Esq., Zalkin, Rodin & Goodman, 750 Third Avenue, New York, New York 10017.

Also enclosed is a check in the sum of \$10.00 to cover the required recordation fee.

Very truly yours,



Robert H. Scheibe

RHS:yp
Encls.

Enclosures

SCHEDULE A

<u>Quantity</u>	Description	Road Number
12	5,344 cu. ft. capacity, 70-ton boxcars	CLP 7067 7070 7075 7078 7085 7086 7095 7096 7097 7098 7105 7109
20	70-ton 50'6" Boxcars with 10' sliding doors and 10" end-of-car cushioning, AAR Mechanical Designation XM	VTR 11133 11134 11135 11136 11137 11138 11139 11140 11243 11244 11244 11245 11246 11247 11248 11249 11250 11110 11232 11233 11045

104 23-21

104 26-21

7/3/84

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Robert H. Scheibe
Zalick, Rodin & Goodman
750 Third Avenue
New York, N.Y. 10017

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 7/3/84 at 11:50am and assigned re-
recording number(s). 10426- B 10425-D

Sincerely yours,


Secretary

Enclosure(s)

SE-30
(7/79)

REGISTRATION NO. 10425 D
FILED 10425 D

JUL 3 1984 11 25 AM

INTERSTATE COMMERCE COMMISSION

CERTIFICATE

City of Washington
District of Columbia, ss:

I hereby certify that I have compared the attached copy of the Bill of Sale and Assignment dated as of June 26, 1984 from Edward A. Dean, Jr. to Chem-Credit, Inc. with the original, and have found the copy to be complete and identical in all respects to the original document.

Fair M. Bryly
Notary Public

My commission expires: July 3, 1984

July 3, 1984

JUL 3 1984 - 11 45 AM

BILL OF SALE AND ASSIGNMENT INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS that Edward A. Dean, Jr. of Route 1, Box 41B, Fort Meade, Florida 33841 (the "Seller"), for and in consideration of the sum of \$10.00, and other good and valuable consideration, the receipt of which is hereby acknowledged, does hereby GRANT, BARGAIN, SELL, ASSIGN, TRANSFER, CONVEY and DELIVER TO Chem-Credit, Inc., a New York corporation, which is an affiliate of ChemLease ("Purchaser"), its successors and assigns, all of the following goods, chattels, property and chattel paper (the "Property"), to wit:

Quantity	Description	Road Number
12	5,344 cu. ft. capacity, 70-ton boxcars	CLP 7067
		7070
		7075
		7078
		7085
		7086
		7095
		7096
		7097
		7098
		7105
		7109
20	70-ton 50'6" Boxcars with 10' sliding doors and 10" end-of-car cushioning, AAR Mechanical Designation XM	VTR 11133
		11134
		11135
		11136
		11137
		11138
		11139
		11140
		11243
		11244
		11244
		11245
		11246
		11247
		11248
11249		
11250		
11110		
11232		
11233		
11045		

10435

10436

together with all of Seller's right, title and interest in and to any leases of the Property presently in effect (including,

without limitations, all of Seller's rights under any policies of insurance covering any portion of the Property and all of Seller's rights to receive the proceeds of such insurance payable upon any loss or destruction of, or damage to, the Property).

TO HAVE AND TO HOLD the Property unto the Purchaser, its successors and assigns, to and for its own use, forever.

The Seller warrants to the Purchaser, its successors and assigns, that title to the Property is hereby vested in the Purchaser free and clear of any security interest, liens, claims or encumbrances which may be registered or recorded with the Interstate Commerce Commission or of persons claiming by, through or under the Seller, except (i) the first security interests and liens upon the Property assigned by Chemlease, Inc. to ChemLease Worldwide, Inc., and (ii) any presently effective and binding leases of such property.

Seller expressly acknowledges and agrees that this Bill of Sale and the right, title and interest conveyed to Chem-Credit, Inc. hereunder, shall not merge with the first liens and security interests upon the Property granted by Seller to Purchaser under the terms of two security agreements granted to Purchaser's assignor, each dated May 25, 1979 and each of which were recorded with the Interstate Commerce Commission on or about June 5, 1979, bearing recordation numbers 10425 and 10426.

IN WITNESS WHEREOF, the Seller has caused these presents to be executed as of the 26th day of June, 1984.

[Signature]
Witness

[Signature]
EDWARD A. DEAN, JR., Seller

[Signature]
Witness

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared EDWARD A. DEAN, JR., who is well known to be the person described in and who executed the above instrument, and who did freely and voluntarily acknowledge before me, according to the law, the execution of the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF I have hereunto set my hand and my official seal at the above referenced County and State this 26th day of June, 1984.

[Signature]
NOTARY PUBLIC

My Commission expires: