

RECORDATION NO. 6939-B Filed 2485

DEC 29 1981 -10 35 AM

INTERSTATE COMMERCE COMMISSION

STATE OF ALABAMA)
 :
JEFFERSON COUNTY)

CERTIFICATE

I, a Notary Public in and for said County in said State, hereby certify that (i) I have compared the attached copy of Bill of Sale and Assignment with an original Bill of Sale and Assignment, from Trust Company for USL, Inc., to Schuler Industries, Inc., dated as of December 1, 1981, selling, transferring and assigning the Equipment described in Exhibit A thereto, together with the lease recorded under recordation number 6939, and certain Exhibit C Documentation, and that (ii) the attached copy of Bill of Sale and Assignment is a true and correct copy in all respects of the aforesaid original Bill of Sale and Assignment.

Given under my hand and official seal of office this 21st day of December, 1981.

Margaret A. Burg
Notary Public

[NOTARIAL SEAL]

My Commission Expires: 9/29/82

BILL OF SALE AND ASSIGNMENT

For and in consideration of \$100 and other good and valuable consideration in hand paid to Trust Company for USL, Inc., as trustee under that certain Trust Agreement dated as of January 31, 1973, as amended ("Seller"), by Schuler Industries, Inc., a corporation ("Purchaser"), the receipt whereof is hereby acknowledged, Seller does hereby sell, transfer and assign unto Purchaser all its right, title and interest in and to that certain railroad rolling stock (the "Equipment") which is described in Exhibit A hereto together all of its right, title and interest in, to and under that certain Equipment Lease, Assignment, Chattel Mortgage, and Security Agreement, dated as of January 31, 1973, as amended, (the "Lease"), filed and recorded under Recordation Number 6939 with the Interstate Commerce Commission, between Seller as lessor and Canadian National Railway Company as lessee, and in, to, and under all Exhibit C Documentation as defined in the Railcar Purchase Agreement dated as of November 30, 1981 by and between Birmingham Trust National Bank and the Purchaser, subject however to (i) the Lease and the lessee's rights thereunder, (ii) that certain remarketing agreement between Birmingham Trust National Bank and United States Leasing International, Inc., dated as of August 21, 1973 (the "Remarketing Agreement"), and (iii) the Exhibit C Documentation.

TO HAVE AND TO HOLD unto the Purchaser, its successors and assigns forever.

SELLER MAKES NO WARRANTY OR REPRESENTATION, EXPRESSED OR IMPLIED, AS TO THE TITLE, CONDITION, DESIGN, OPERATION, QUALITY, MERCHANTABILITY OR FITNESS FOR USE, OR ANY OTHER WARRANTY OR REPRESENTATION WHATSOEVER, EXPRESSED OR IMPLIED, WITH RESPECT TO THE EQUIPMENT, except that Seller represents and warrants that it acquired good title to the Equipment from its vendor, that it has not conveyed its title thereto (except for the Exhibit C Documentation), that the Equipment is free and clear of all liens and encumbrances arising by, through or under Seller (except the Exhibit C Documentation and those which said lessee is required to discharge under the Lease). SELLER SHALL IN NO EVENT BE RESPONSIBLE FOR INCIDENTAL OR CONSEQUENTIAL DAMAGES TO PURCHASER HOWEVER ARISING.

Purchaser assumes all of the obligations and liabilities of Seller under the Exhibit C Documentation and with respect to the Equipment arising subsequent to the date hereof.

IN WITNESS WHEREOF Seller has caused this Bill of Sale and Assignment to be executed in and for its name as of this 1st day of December, 1981.

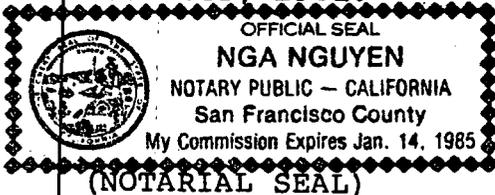
TRUST COMPANY FOR USL, INC.
as trustee

By Lesa Wakeman
its Senior Vice President

STATE OF CALIFORNIA)
)
CITY AND COUNTY OF SAN FRANCISCO)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Desa Wakeman whose name as Senior Vice President of Trust Company for USL, Inc., as trustee, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, she, as such officer and with full authority executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this 8th day of December, 1981.



nga nguyen
Notary Public

My Commission expires: Jan. 14, 1985

EXHIBIT "A"

One hundred sixteen (116) reconstructed flat cars subject to sale to Schuler Industries:

CN 683001	to	and including	CN 683003
CN 683005	"	"	CN 683026
CN 683028	"	"	CN 683067
CN 683069	"	"	CN 683079
CN 683081	"	"	CN 683091
CN 683093	"	"	CN 683121

	<u>Remaining Lease Payments</u> <u>per Unit</u>		
	<u>To Lender</u>	<u>To Owner</u>	<u>Total</u>
5.23.82	\$680.02	\$6.23	\$686.25
11.23.82	680.02	6.23	686.25
5.23.83	680.02	6.23	686.25
11.23.83	680.02	6.23	686.25
5.23.84	680.02	6.23	686.25
11.23.84	680.02	6.23	686.25
5.23.85	680.02	6.23	686.25
11.23.85	680.02	6.23	686.25
5.23.86	680.02	6.23	686.25
11.23.86	680.02	6.23	686.25
5.23.87	680.02	6.23	686.25
11.23.87	680.02	6.23	686.25
5.23.88	680.02	6.23	686.25
<hr/>			
Total			
Remining			
Rent per Unit	\$8,840.26	\$80.99	\$8,921.25

①

RECORDATION NO. 6939-B Filed 1425

DEC 29 1981 -10 25 AM

SCHULER INDUSTRIES, INC.
3527 29th Street North
Birmingham, Alabama 35207
(205) 252-5010
INTERSTATE COMMERCE COMMISSION

December 17, 1981

1-363A015

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No. _____
Date ... DEC 29 1981 ...
Fee \$... 10.00 ...
ICC Washington, D. C.

DEC 29 10 25 AM '81

Attention: Recordations
Mildred Lee
Room 2307

Re: Recordation of Assignment of
Lease and Mortgage

Dear Sir:

Enclosed for recordation is an original executed Bill of Sale and Assignment, together with two certified true copies thereof, pursuant to which Trust Company for USL, Inc., has assigned to Schuler Industries, Inc., the lease and mortgage, as amended, previously recorded with the Interstate Commerce Commission bearing recordation numbers 6939 and 6939-A and recordation date and hour February 22, 1973, 1:45 p.m. and June 18, 1973, 2:55 p.m. Also enclosed is a check for \$10.00 in payment of the recordation fee.

The names and addresses of the assignor and the assignee in the transaction are as follows:

Assignor:

Trust Company for USL, Inc.
P.O. Box 66011
Oakbrook, Illinois 60521

Assignee:

Schuler Industries, Inc.
3527 29th Street North
Birmingham, Alabama 35207

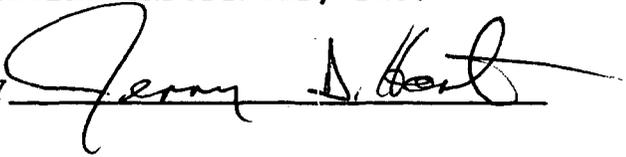
Interstate Commerce Commission
Page Two
December 17, 1981

This letter is signed by an executive officer of one of the parties having knowledge of the matter set forth herein and the original document should be returned to Schuler Industries, Inc., 3527 29th Street North, Birmingham, Alabama 35207.

Very truly yours,

SCHULER INDUSTRIES, INC.

By

A handwritten signature in cursive script, appearing to read "Jerry D. Hart", is written over a horizontal line.

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

December 29, 1981

Schuler Industries, Inc.
3527 29th St. North
Birmingham, Alabama 35207

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 12/29/81 at 10:35AM, and assigned re-
recording number(s). 6939-B, 7402-A, 6880-A, 7474-A, &
6879-D

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)