RECORDATION NO. 15171 Filed & Recorded

FEB 20 1987 12-15 PM

INTERSTATE COMMERCE COMMISSION

$130

New Number thru -L

SLADE & PELLMAN

ATTORNEYS AT LAW

850 THIRD AVENUE

NEW YORK, N.Y. 10022

TELEPHONE (212) 371-2600

TELECOPIER: (212) 371-2651

TELEX: 640336

CABLE: TRILAW-NYK

MELVIN S. SLADE
STUART M. PELLMAN
JEFFREY A. MOROSS
JOHN F. TRIGGS
J. ANDREW RAHL, JR.
JEFFREY L. GLATZER
MICHAEL W. STAMM
RONALD B. RISDON

ANTHONY P. COLES
NEAL DITTERSDORF
ELLEN A. GIBSON
GARY S. JACOBSON
ROBERT A. KARIN
MEGAN LESSER LEVINE
STEVEN M. MANKET
PEGGY A. MARKS
KRISTINE M. REDDINGTON
ERIC D. STATMAN

7-051A044

RECORDATION NO. 15171 Filed & Recorded

FEB 20 1987 12-15 PM

INTERSTATE COMMERCE COMMISSION

FEB 20 1987

130.00

February 10, 1987

ICC Washington, D. C.

ICC OFFICE OF THE SECRETARY

FEB 20 12 06 PM '87

MOTOR OPERATING UNIT

Office of the Secretary
Recordation Office
Interstate Commerce Commission
Twelfth and Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Recordation and Filing of Bills of Sale pertaining to 1901 Railcars Numbered as indicated below (the "Equipment")

Dear Sir:

In accordance with the provisions of Section 11303 of the Revised Interstate Commerce Act, 49 U.S.C. § 11303, and Part 1177 of Title 49 of the Code of Federal Regulations, we request that the enclosed documents be recorded and filed by the Interstate Commerce Commission (the "Commission").

A. Description of the Documents and the Parties Thereto

Enclosed herewith are two originals of the documents listed below. We request that one copy of each document be recorded and filed in the order listed below and that the other copy be stamped to evidence recordation and returned to us.

The following Bills of Sale each covering certain units of the Equipment as described therein:

(a) Bill of Sale dated as of December 31, 1986, from the Maryland & Pennsylvania Railroad Company to UTC Equipment Corp. pertaining to one hundred (100) 50-foot 6-inch 70-ton Plate B Steel-Lined boxcars with reporting marks CPAA 204300 through CPAA 204314 and CPAA 208550 through CPAA 208634;

Counter Parts - Ct. Koppler

(b) Bill of Sale dated as of December 31, 1986, from the Maryland & Pennsylvania Railroad Company to Union-Tidewater Financial Co. pertaining to the following:

—A

(i) Eight (8) 50-foot 70-ton Plate B Wood-Lined Boxcars, with reporting marks "MPA" and the following numbers: 7009, 7014, 7022, 7029, 7031, 7035, 7038 and 7039; and

(ii) Ninety-five (95) 50-foot 6-inch 70-ton Plate C Steel-Lined Boxcars with reporting marks as follows:

- "MPA" and the following numbers: 100 through 125, 127 through 129, 132 through 135, 39012, 39036 and 39075; and
- CPAA 209275 through CPAA 209324; and
- "SBD" and the following numbers: 140981 through 140983, 142145 through 142148, 142255 and 142256; and

(iii) Forty-nine (49) 50-foot 6-inch 70-ton Plate B Steel-Lined Boxcars with reporting marks "CPAA" and the following numbers: 204415 through 204417, 204420, 204422, 204423, 204426, 204431 through 204437, 204439, 204440, 204442, 204443, 204446, 204447, 204449, 204453, 204455, 204456, 204459 through 204461, 204463, 204465, 204467, 204471, 204473, 204474, 204476, 204477, 204481, 204484, 204487, 204490, 204491, 204493 through 204497, 204499, 204502, 204504 and 204511.

(c) Bill of Sale dated as of December 31, 1986, from the Maryland & Pennsylvania Railroad Company to Equitable Bank, N.A. pertaining to thirty-seven (37) 50-foot 6-inch 70-ton Plate B Steel-Lined Boxcars with reporting marks "CPAA" and the following numbers: 204319, 204321 through 204324, 204327, 204328, 204330, 204331, 204336, 204337, 204340, 204344, 204349, 204351, 204353,

—B

204361, 204363, 204364, 204366 through 204368, 204372, 204373, 204376, 204378, 204390, 204391, 204395, 204396, 204398, 204402, 204406, 204408, 204410, 204411, 204413;

(d) Bill of Sale dated as of December 31, 1986, from the Maryland & Pennsylvania Railroad Company to Chemical Bank pertaining to sixty (60) 50-foot 6-inch 70-ton Plate C Steel-Lined Boxcars with reporting marks "CPAA" and the following numbers: 204514 through 204549, 204551 through 204563 and 204739 through 204749;

-C

(e) Bill of Sale dated as of December 31, 1986, from the Maryland & Pennsylvania Railroad Company to BT Leasing Services, Inc. pertaining to sixty-one (61) 50-foot 6-inch 70-ton Plate B Steel-Lined Boxcars with reporting marks "CPAA" and the following numbers: 204315 through 204318, 204320, 204325, 204326, 204329, 204332 through 204335, 204338, 204339, 204341 through 204343, 204345 through 204348, 204350, 204352, 204354, 204355, 204357 through 204360, 204362, 204365, 204369 through 204371, 204374, 204375, 204377, 204379 through 204389, 204392 through 204394, 204397, 204399 through 204401, 204403 through 204405, 204407, 204409 and 204412;

-D

(f) Bill of Sale dated as of December 31, 1986, from the Maryland & Pennsylvania Railroad Company to BT Equipment Leasing, Inc. pertaining to:

-E

(i) Forty-seven (47) 50-foot 6-inch 70-ton Plate B Steel-Lined Boxcars with reporting marks "CPAA" and the following numbers: 204414, 204418, 204419, 204421, 204424, 204425, 204427 through 204430, 204441, 204444, 204445, 204448, 204450 through 204452, 204454, 204457, 204458, 204464, 204468 through 204470, 204472, 204475, 204478 through 204480, 204482, 204483, 204485, 204486, 204488, 204489, 204492, 204498, 204500, 204501, 204503, 204505 through 204509, 204512 and 204513; and

(ii) One hundred (100) 50-foot 6-inch 70-ton Plate C Steel-Lined Boxcars with reporting marks CPAA 204564 through CPAA 204613 and SBD 142050 through SBD 142099;

(g) Bill of Sale dated as of December 31, 1986, from Emons Industries, Inc. to Meridian Bank, pertaining to eighty-four (84) 52-foot 6-inch 100-ton Gondola Cars with reporting marks as follows:

- "MPA" and the following numbers: 20002 through 20004, 20006 through 20009, 20011 through 20028, 20031, 20032, 20034 through 20036, 20038, 20039, 20042 through 20047, 20050, 20051, 20053 through 20058, 20060 through 20063, 20065 through 20069, 20071 through 20076, 20078 through 20083; and

- "PPU" and the following numbers: 20000, 20001, 20005, 20010, 20029, 20030, 20033, 20037, 20040, 20041, 20048, 20049, 20052, 20059, 20064, 20070, and 20077;

(h) Bill of Sale dated as of December 31, 1986, from Emons Industries, Inc. to MHGGAA Corp., pertaining to sixty (60) 52-foot 6-inch 100-ton Gondola Cars with reporting marks PBNE 4040 through PBNE 4099;

(i) Bill of Sale dated as of December 31, 1986, from Emons Industries, Inc. to Manufacturers Hanover Leasing Corporation pertaining to one hundred fifty-six (156) 50-foot 6-inch Plate C Steel-Lined Boxcars with reporting marks MPA 37600 through MPA 37684, MPA 37686 through MPA 37699, MPA 37796 through MPA 37799, CPAA 208635 through CPAA 208675 and CPAA 209263 through CPAA 209274;

(j) Bill of Sale dated as of December 31, 1986 from Emons Industries, Inc. to Hamilton Bank, pertaining to fifty (50) 50-foot 6-inch 70-ton Plate C Steel-Lined Boxcars with reporting marks CPAA 208500 through CPAA 208549;

-J

(k) Bill of Sale dated as of December 31, 1986 from Emons Industries, Inc. to Chase Manhattan B-Air Holding Corporation pertaining to the following:

(i) Two (2) 50 foot 70-ton Plate B Wood-Lined Boxcars with reporting marks MPA 7388 and MPA 7393; and

(ii) Sixteen (16) 52-foot 6-inch 100-ton Gondola Cars with reporting marks MPA 20084 through MPA 20095, MPA 20099 and PPU 20096 through PPU 20098; and

(iii) Forty-eight (48) 50-foot 6-inch 70-ton Plate C Steel-Lined Boxcars with reporting marks LPN 50000 through LPN 50031, LPN 50033 through LPN 50041 and LPN 50043 through LPN 50049;

-K

(l) Bill of Sale as of December 31, 1986 from Emons Industries, Inc. to Fidelity Bank, N.A. pertaining to thirty (30) 50-foot 70-ton Plate B Wood-Lined Boxcars with reporting marks "MPA" and the following numbers: 7303 through 7306, 7311 through 7313, 7316, 7322, 7324, 7325, 7327, 7329, 7331, 7333, 7339, 7342, 7345, 7346, 7349, 7353, 7357, 7358, 7362, 7364, 7365, 7370 and 7376 through 7378;

-L

(m) Bill of Sale dated as of December 31, 1986 from Emons Industries, Inc. to ET Railcar Corporation, pertaining to nine hundred forty-eight (948) 50-foot 6-inch 70-ton Plate C Steel-Lined Boxcars with reporting marks as follows:

- "MPA" and the following numbers: 37714 through 37722, 37727 through 37743, 37745, 37746, 37748 through 37753, 37755 through 37795, 37902 through 37913, 37916, 37926 through 37955, 37957 through 37979, 37981 through 37984, 37986 through 37999, 39600 through 39608, 39610 through 39699, 39780 through 39834, 39836 through 39879; and

- CPAA 209067 through CPAA 209128 and CPAA 209130 through CPAA 209158; and

- "SBD" and the following numbers: 140972 through 140976, 140984, 140985, 142152 through 142154; and

- "WLO" and the following numbers: 528000 through 528068, 528071 through 528130, 528132 through 528210, 528212 through 528347, 528349 through 528370, 528372 through 528393, 528395 through 528411, 528413 through 528443, 528445 through 528496, 528498 through 528499.

The names and addressed for the parties to the transaction are:

Sellers: Emons Industries, Inc.
One West Market Street
York, Pennsylvania 17401
Attn: Mr. Robert Grossman

The Maryland and Pennsylvania Railroad Company
One West Market Street
York, Pennsylvania 17401
Attn: Mr. Robert Grossman

Buyers: BT Leasing Services, Inc.
BT Equipment Leasing, Inc.
c/o Bankers Trust Company
280 Park Avenue, 10 West
New York, New York 10017
Attn: Mr. John S. Popovitch

Chase Manhattan B-Air Holding Corporation
One Chase Manhattan Plaza, 30th Floor
New York, NY 10081
Attn: Ms. Holly Huntington

Chemical Bank
277 Park Avenue, 14th Floor
New York, New York 10017
Attn: Mr. Dieter H. Boehme

ET Railcar Corporation
c/o Mr. Howard Leppla
Keystone Insurance Agency
3224 Skycroft Drive
Minneapolis, MN 55418

Equitable Bank, N.A.
100 South Charles Street
Baltimore, Maryland 21201
Attn: Mr. Michael J. Fina

Fidelity Bank, N.A.
5 WSP, Broad & Walnut Streets
Philadelphia, PA 19109
Attn: Ms. Karen Jamieson

Hamilton Bank
Administrative Service Center
1097 Commercial Ave.
P.O. Box 3959
Lancaster, PA 19603-0877
Attn: Mr. Ernest Moore

Manufacturers Hanover Leasing Corp.
270 Park Avenue, 19th Floor
New York, NY 10017
Attn: Robert Michael, Esq.

Meridian Bank
5 Penn Center Plaza
Philadelphia, PA 19103
Attn: Mr. Steven Klausner

MHGGAA Corporation
270 Park Avenue, 48th Floor
New York, NY 10017
Attn: Mr. Gev F. Nentin

~~UTC~~ Equipment Corporation
Union Tidewater Financial Company
c/o Union Trust Company of Maryland
7 St. Paul Street
Baltimore, Maryland 21203
Attn: Mr. Andrzej Koplewski

B. Procedural Matters

It is hereby respectfully requested that each of the following names be inserted in the Commission Index established pursuant to Section 1177.5(b) of Title 49 of the Code of Federal Regulations:

Emons Industries, Inc.
Maryland & Pennsylvania Railroad Company
BT Leasing Services, Inc.
BT Equipment Leasing, Inc.
Chase Manhattan B-Air Holding Corporation
Chemical Bank
ET Railcar Corporation
Equitable Bank, N.A.
Fidelity Bank, N.A.
Hamilton Bank
Manufacturers Hanover Leasing Corp.
Meridian Bank
MHGGAA Corporation
UTC Equipment Corporation
Union Tidewater Financial Company

A check in the amount of $130 has been enclosed with this letter of transmittal to cover the recordation fee.

Please stamp and return the enclosed copy of this letter of transmittal.

A short summary of the enclosed primary documents to appear in the Commission's Index is:

Six Bills of Sale each dated as of December 31, 1986 from the Maryland & Pennsylvania Railroad Company, a Seller, to six Buyers and each covering certain units of the Equipment; and seven Bills of Sale each dated as of December 31, 1986 from Emons Industries, Inc., Seller, to seven Buyers and each covering certain units of the Equipment.

If there are any questions with respect to the enclosed or the transactions described therein, please telephone Michael W. Stamm of this Office.

Very truly yours,

Slade + Pellman

SLADE & PELLMAN

Enclosures

1036E

RECORDATION NO. 15171-A Filed & Recorded

FEB 20 1987 12-15 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS that THE MARYLAND & PENNSYLVANIA RAILROAD COMPANY, a Maryland and Pennsylvania corporation (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 UNION-TIDEWATER FINANCIAL CO., INC., a Maryland corporation with an office at 10 East Baltimore Street, Baltimore, Maryland 21202 (the "Purchaser"), its successors and assigns, the railroad equipment described on Exhibit A annexed hereto and made a part hereof (the "Equipment"), together with all of Seller's rights with respect to any vendor's warranties applicable to the Equipment.

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

IN WITNESS WHEREOF, the Seller has caused these presents to be executed as of the 31st day of December, 1986.

THE MARYLAND & PENNSYLVANIA RAILROAD COMPANY

Attest:

Secretary

By Robert Grossman
Title: President

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 31st day of December, 1986, before me personally appeared Robert Grossman, to me personally known, who, being by me duly sworn, says that he is a President of THE MARYLAND & PENNSYLVANIA RAILROAD COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

0847E/0848E

ELLEN A. GIBSON
Notary Public, State of New York
No. 31-4868438
Qualified in New York County
Commission Expires July 28, 1988

A

UNION-TIDEWATER FINANCIAL CO., INC. (UT1)

EXHIBIT A

Railcars

8 50' 70-Ton, Plate B, Wood Lined Boxcars

Quantity	Identification Marks
8	MPA 7009, 7014, 7022, 7029, 7031, 7035, 7038 - 7039

95 50'6" 70-Ton, Plate C, Steel Lined Boxcars

Quantity	Identification Marks
36	MPA 100 - 125, 127 - 129, 132 - 135, 39012, 39036, 39075
50	CPAA 209275 - 209324
9	SBD 140981 - 140983, 142145 - 142148, 142255 - 142256

95 Subtotal

49 50'6" 70-Ton, Plate B, Steel Lined Boxcars

Quantity	Identification Marks
49	CPAA 204415 - 204417, 204420, 204422 - 204423, 204426, 204431 - 204437, 204439 - 204440, 204442 - 204443, 204446 - 204447, 204449, 204453, 204455 - 204456, 204459 - 204461, 204463, 204465, 204467, 204471, 204473 - 204474, 204476 - 204477, 204481, 204484, 204487, 204490 - 204491, 204493 - 204497, 204499, 204502, 204504, 204511

152 TOTAL

(-) Indicates consecutive numbers