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OF COUNSEL
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RECORDATION NO. 13451-A FILED 1455

JUN 17 1983 .9 50 AM

June 15, 1983

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 13452-A FILED 1455

JUN 17 1983 .9 50 AM

INTERSTATE COMMERCE COMMISSION

Agatha L. Mergenovich, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: Bill of Sale Dated June 3, 1983 from Willard Formyduval to North American Car Corporation

Dear Ms. Mergenovich:

We are attorneys for North American Car Corporation. Pursuant to 49 U.S.C. Section 11303 and the Commission's Rules and Regulations thereunder, enclosed for filing on behalf of North American Car Corporation are one original and three fully conformed copies of the following primary document: Bill of Sale dated as of June 3, 1983 from Willard Formyduval to North American Car Corporation.

The names and addresses of the parties to the aforementioned Bill of Sale are:

1. SELLER: Willard Formyduval
P. O. Box 532
Aberdeen, North Carolina 28315
2. PURCHASER: North American Car Corporation
33 West Monroe Street
Chicago, Illinois 60603

The equipment subject to the Bill of Sale is described in Schedule 1 to the Bill of Sale and consists of sixty-six (66) 4,427 cubic foot covered hopper cars.

This Bill of Sale terminates (1) the Conditional Sale Contract and (2) the Bailment Agreement and Assignment of Leases entered into between Willard Formyduval and North American Car Corporation and recorded with the Secretary of the Interstate Commerce Commission on January 28, 1982 as recordation numbers 13451 and 13452 at 1:10 and 1:15 p.m., respectively.

3-1681027 D.S.
No. JUN 17 1983
Fee \$ 20.00
ICC Washington, D. C.

SEE OPERATION BR
RECORDED
INDEXED

PEDERSEN & HOUPT

Agatha L. Mergenovich
June 14, 1983
Page 2

Please file and record the documents referred to in this letter and index them under the name of the Seller and the Purchaser. In addition, please cross-index this filing under the name of The Atchison, Topeka and Santa Fe Railway Company, 80 East Jackson Boulevard, Chicago, Illinois 60604, the Lessee of the equipment referred to.

A short summary of the document to appear in the index follows:

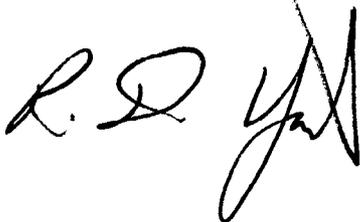
Bill of Sale from Willard Formyduval, Seller, P. O. Box 532, Aberdeen, North Carolina 28315 to North American Car Corporation, Purchaser, 33 West Monroe Street, Chicago, Illinois 60603, covering the equipment referred to above and cancelling the Conditional Sale Contract and the Bailment Agreement and Assignment of Lease recorded as recordation numbers 13451 and 13452 on January 28, 1982.

Fees of \$10.00 for recordation and \$10.00 for cross-indexing are enclosed.

Please return the original and any extra copies not needed by the Commission for recordation to Mr. Richard Demarest Yant, Pedersen & Houpt, Suite 3400, 180 North LaSalle Street, Chicago, Illinois 60601.

Very truly yours

PEDERSEN & HOUPT, P.C.

A handwritten signature in black ink, appearing to read "R. D. Yant". The signature is written in a cursive, somewhat stylized font.

Enclosure

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that WILLARD FORMYDUVAL, having an address at P. O. Box 532, Aberdeen, North Carolina (hereinafter called "Seller"), for and in consideration of the sum of \$10.00 and other good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, hereby grants, bargains and sells to NORTH AMERICAN CAR CORPORATION, a Delaware corporation with its principal place of business at 33 West Monroe Street, Chicago, Illinois 60603 (hereinafter called "Purchaser"), its successors and assigns, all of his right, title and interest, in and to the equipment decribed on Schedule 1 attached hereto.

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

Seller warrants that said equipment is free and clear of all claims, liens and encumbrances arising by, through or under Seller.

The equipment is sold "as is."

This Bill of Sale is intended to be an absolute conveyance and not as security for future payments.

Seller hereby releases Purchaser from the Bailment Agreement and Assignment of Lease dated as of December 29, 1981 between Willard Formyduval as Owner and North American Car Corporation as Manager and from the Management Agreement dated as of December 29, 1981 between the same parties.

IN WITNESS WHEREOF, Seller has set his hand to this Bill of Sale as of the 3rd day of June, 1983.

ACCEPTED:

By: [Signature]
FOR NORTH AMERICAN CAR CORPORATION

[Signature]
Willard Formyduval

STATE OF North Carolina)
) SS
COUNTY OF Hoke)

I, Paula J. Lee, a Notary Public in and for said County, in the State aforesaid, DO HEREBY CERTIFY that WILLARD FORMYDUVAL, personally known to me to be the same person whose name is subscribed to the foregoing instrument appeared before me this day in person, and acknowledged that he signed, sealed and delivered the said instrument as his free and voluntary act, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal, this 3rd day of June, 1983.

Paula J. Lee
Notary Public

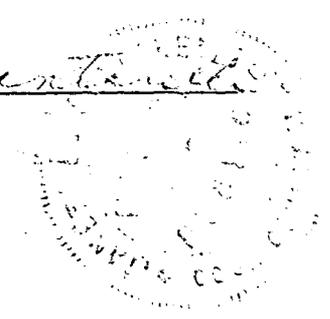
My Commission Expires: 2-16-88

STATE OF
COUNTY OF

I, Janet H. Santarilli, a Notary Public in and for said County, in the State aforesaid, do hereby certify that R. W. Tidball, an officer of NORTH AMERICAN CAR CORPORATION, authorized to sign this Acceptance, personally appeared before me this day, and acknowledged that he signed, sealed and delivered the said instrument for and on behalf of NORTH AMERICAN CAR CORPORATION, for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal, this 13TH day of June, 1983.

Janet H. Santarilli
NOTARY PUBLIC



My commission expires: Oct 23, 1986

Schedule 1.

66 CARS - LO Covered Hopper Cars

ALL REPORTING MARK INITIALS ARE "SFLC"

<u>Mark</u>	<u>Serial#</u>	<u>Mark</u>	<u>Serial#</u>	<u>Mark</u>	<u>Serial#</u>
800966	48627	800988	48650	801010	48679
800967	48628	800989	48651	801011	48680
800968	48629	800990	48652	801012	48681
800969	48630	800991	48653	801013	48682
800970	48631	800992	48654	801014	48683
800971	48632	800993	48656	801015	48684
800972	48633	800994	48657	801016	48685
800973	48634	800995	48658	801017	48686
800974	48636	800996	48659	801018	48687
800975	48637	800997	48660	801019	48688
800976	48638	800998	48661	801020	48689
800977	48639	800999	48662	801021	48690
800978	48640	801000	48664	801022	48691
800979	48641	801001	48665	801023	48692
800980	48642	801002	48666	801024	48693
800981	48643	801003	48667	801025	48694
800982	48644	801004	48668	801026	48695
800983	48645	801005	48669	801027	48696
800984	48646	801006	48670	801028	48697
800985	48647	801007	48675	801029	48698
800986	48648	801008	48677	801031	48892
800987	48649	801009	48678	801032	48895