

AUG 27 1982 2 25 PM

LAW OFFICES OF

DECHERT PRICE & RHOADS INTERSTATE COMMERCE COMMISSION

3400 CENTRE SQUARE WEST  
1500 MARKET STREET  
PHILADELPHIA, PA. 19102  
(215) 972-3400

1100 BROADWAY  
NEW YORK, N. Y. 10004  
(212) 425-3510

38 SQUARE DE MEEUS, BTE 1  
1040 BRUSSELS, BELGIUM  
(02) 511 80 40

SUITE 1100  
1730 PENNSYLVANIA AVENUE, N.W.  
WASHINGTON, D. C. 20006  
(202) 783-0200

ONE DENVER PLACE  
SUITE 1601  
999 18TH STREET  
DENVER, CO. 80202  
(303) 623-1777

52 BEDFORD SQUARE  
LONDON WC1B 3EX, ENGLAND  
01. 631. 3383

800 NORTH THIRD STREET  
HARRISBURG, PA. 17102  
(717) 233-7947

August 27, 1982

Agatha L. Mergenovich, Secretary  
Interstate Commerce Commission  
12th and Constitution Ave., N.W.  
Washington, D.C. 20423

2-239A037

No. | AUG 27 1982  
Date.....  
Fee \$ 50.00

Dear Secretary Mergenovich:

ICC Washington, D. C.

Pursuant to 49 U.S.C. 11303 and the Commission's rules and regulations, I enclose for filing and recordation, three (3) copies of the following document:

Bill of Sale dated August 27, 1982, by and between Girard Bank and Lease Financing Corporation.

This document relates to boxcars previously subject to a Security Agreement dated June 29, 1979, a Participation Agreement dated June 29, 1979, an Amendment to Lease dated July 16, 1979, and an Assignment of Lease dated June 29, 1979, all filed with the Commission on July 27, 1979 at 12:00 p.m. and assigned Recordation Numbers 10679-10679-A, 10679-B, and 10679-C, respectively. These earlier documents have all been terminated pursuant to a Loan Termination Agreement, a Lease Termination Agreement and a Release all dated August 27, 1982 and filed in 10679 on this date.

REC'D  
AUG 27 2 28 PM '82

The names and addresses of the parties to the aforementioned document to be filed are:

(a) Vendor:

Lease Financing Corporation  
Suite 400  
Three Radnor Corporate Center  
100 Matsonford Road  
Radnor, Pennsylvania 19087

(b) Purchaser:

Girard Bank  
One Girard Plaza  
Philadelphia, PA 19101

Christine E. Wilhelm  
-  
Countrywide

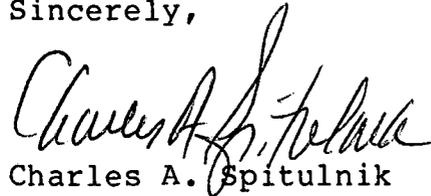
Agatha L. Mergenovich, Secretary  
August 27, 1982  
Page Two

The Bill of Sale relates to Twenty-five (25) 50'6", 70-Ton Plate "C", Rigid Underframe Boxcars with 10'0" Sliding Doors (Type XM) manufactured by Whittaker Corporation (Berwick Forge and Fabricating Division), and bearing road numbers NSL 150825 through NSL 150849 (each inclusive).

Please file the Bill of Sale, cross-indexing it under the names of the Vendor and Purchaser. A check is enclosed for \$50.00 as prescribed pursuant to 49 C.F.R. § 1116.3(d).

Please stamp all copies of the Bill of Sale and the attached copies of the transmittal letter with your official recording stamp. You will wish to retain one original of the document and the original of the transmittal letter for your file. Please return the duplicate originals and the remaining copies of the Bill of Sale and the transmittal letter to the bearer of this letter.

Sincerely,



Charles A. Spitulnik

CAS/kjs  
Enclosures

**Interstate Commerce Commission**

Washington, D.C. 20423

OFFICE OF THE SECRETARY

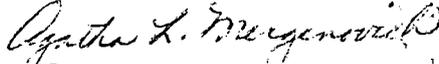
August 27, 1982

Charles A. Spitulnik  
Dechert Price & Rhoads  
Suite 1100  
1730 Pennsylvania Avenue, N. W.  
Washington, D. C. 20006

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 8-27-82 at 2:35 PM , and assigned re-  
recording number (s). 13780

Sincerely yours,

  
Agatha L. Mergenovich  
Secretary

Enclosure (s)

BILL OF SALE

AUG 27 1982 - 2 15 PM

INTERSTATE COMMERCE COMMISSION

Date: August 27, 1982

KNOW ALL MEN BY THESE PRESENTS:

In consideration of the sum of \$1.00 and other good and valuable consideration, receipt of which is hereby acknowledged, LEASE FINANCING CORPORATION, a Pennsylvania Corporation ("LFC") does hereby sell, transfer and assign to GIRARD BANK, a Pennsylvania banking corporation ("Girard"), its successors and assigns, all its right, title and interest in and to the railroad boxcars (the "Boxcars") described on the Schedule attached hereto as Exhibit "A", "AS IS, WHERE IS."

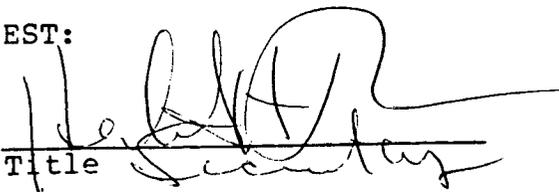
LFC hereby warrants to Girard, its successors and assigns, that, as of the date hereof, LFC has good and lawful title to the Boxcars, that, to the best of LFC's knowledge, the Boxcars are free and clear of all claims, liens and encumbrances of any nature whatsoever except for such claims if any, arising from the use, possession, storage and maintenance of the Boxcars by Lessee.

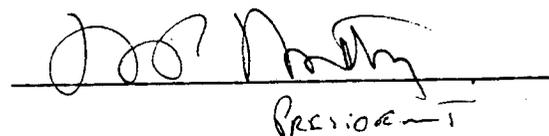
IN WITNESS WHEREOF, Lease Financing Corporation has executed this Bill of Sale on the date first above written.

ATTEST:

LEASE FINANCING CORPORATION

By:

  
Title Secretary

  
President



AFFIDAVIT

COMMONWEALTH OF PENNSYLVANIA:

COUNTY OF PHILADELPHIA : SS

The undersigned, a notary public in and for the aforesaid state and county hereby certifies that the foregoing Bill of Sale has been compared with original and is a true and correct copy.

Nita Godmilow

Subscribed and sworn to before me this 27<sup>th</sup> day of August 1982.

My commission expires:

NITA GODMILOW  
Notary Public, Phila., Phila. Co.  
My Commission Expires Sept. 17, 1983

