

LAW OFFICES

ALVORD AND ALVORD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD
ALBERT H. GREENE
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE
MILTON C. GRACE*
GEORGE JOHN KETO**
RICHARD N. BAGENSTOS

* NOT A MEMBER OF D. C. BAR
** ALSO A MEMBER OF OHIO BAR

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N. W.

WASHINGTON, D.C.

20006-2973

March 9, 1983 1983-1 30 PM

OF COUNSEL
JESS LARSON
JOHN L. INGOLDSBY
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

13984

INTERSTATE COMMERCE COMMISSION

3-068A112

TELEX
440367 A AND A
440348 CDAA UI

No. MAR 9 1983

Date
Fee \$ 50.00

ICC Washington, D. C.

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

Dear Ms. Mergenovich:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303 and the Rules for the Recordation of Documents (as revised) are the original and one certified true copy of a Bill of Sale dated ^{February} March 1, 1983, a "primary document" as that term is defined in 49 C.F.R. §1116.1(a).

A general description of the railroad equipment covered by the enclosed document is set forth in Exhibit A attached hereto and made a part hereof.

The names and addresses of the parties to the enclosed document are:

Seller: Girard Bank, as Agent for Avco Corporation Retirement Income Trust, the Paul Revere Life Insurance Company and the Paul Revere Variable Annuity Insurance Company
3 Girard Plaza
Philadelphia, Pennsylvania 19101

Buyer: Paul Revere Investment Management Corporation, as agent for the Avco Corporation Retirement Income Trust, the Paul Revere Life Insurance Company and the Paul Revere Variable Annuity Insurance Company
1275 King Street
Greenwich, Connecticut 06830

The undersigned is agent for the Seller named above for the purpose of submitting the enclosed document for filing and recordation.

Kindly return the original of the enclosed document

Charles T. Kappler

MAR 9 1 28 PM '83
RECORDATION

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
March 9, 1983
Page Two

to Charles T. Kappler, Esq., Alvord and Alvord,
918 Sixteenth Street, N.W., Washington, D.C. 20006.

Also enclosed is a check in the amount of \$50
payable to the order of the Interstate Commerce Commission
covering the required recordation fee.

Very truly yours,

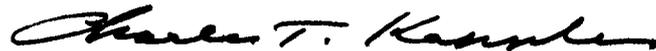

Charles T. Kappler

EXHIBIT A

SCHEDULE TO BILL OF SALE

The Equipment consists of 200 railroad boxcars identified below together with all accessories, equipment, parts, and appurtenances pertaining or attached to any of the Boxcars, all substitutions, renewals, replacements of and additions, improvements, accessions and accumulations to any of the Boxcars, and all proceeds, including insurance proceeds of any of the foregoing.

DESCRIPTION:

70-ton Railway Boxcars, 50' 6" AAR Mechanical Designation XM, 1978 construction by Berwick, Forge & Fabricating Division of Whittaker Corporation or National Railway Utilization Corporation.

ORIGINAL LESSEE ROAD NUMBERS:

NSL 150104 - 150175 (inclusive);
NSL 151076 - 151175 (inclusive);
PT 200000 - 200027 (inclusive).

MOST RECENT LESSEE ROAD NUMBERS:

WSOR 151077-151079, 151081-151086, 151088, 151092, 151096,
151103, 151106, 151112, 151113, 151115, 151118, 151120, 151121,
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200012, 200016, 200019, 200024, 150121, 150149, 151116, 151145,
151160.
NSL150105, 150111, 150114-150116, 150119, 150122, 150124, 150125,
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151114, 151132, 151134, 151162, 151167, 151171, 151095,
151102.

PT 2000007, 200010, 200011, 200013, 200015, 200017, 200020,
200021, 200023, 200025, 200026.

NSL 150137 (in service).

3/9/83

Interstate Commerce Commission
Washington, D.C. 20423

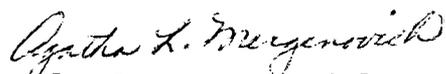
OFFICE OF THE SECRETARY

Charles T. Kappler, Esq.
Alvord & Alvord
918 16th Street, 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 **3/9/83** at **1:30pm**, and assigned re-
recording number(s). **13984**

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

MAR 9 1983 - 1 30 PM

INTERSTATE COMMERCE COMMISSION

DISTRICT OF COLUMBIA SS:

On this 9th day of March 1983 the undersigned Notary Public says that she has compared the attached copy to the original of a Bill of Sale dated February 1, 1983 and executed by Girard Bank, Agent, and such copy is complete and identical in all respects to the original document.



Janna S. Kabatznick

Notary Public

(SEAL)

My commission expires: **My Commission expires December 14, 1987**

MAR 4 1983

MAR 9 1983 - 1 20 PM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that for and in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, the GIRARD BANK, a Pennsylvania Chartered bank located at 3 Girard Plaza, Philadelphia, Pennsylvania 19101 (the "Seller") acting as Agent for the Avco Corporation Retirement Income Trust, the Paul Revere Life Insurance Company and the Paul Revere Variable Annuity Insurance Company, and Secured Party under Security Agreement dated June 1, 1978 (the "Security Agreement"), has bargained, sold, transferred, assigned, set over and conveyed, and by these presents does bargain, sell, transfer, assign, set over and convey unto Paul Revere Investment Management Corporation, as agent (the "Buyer") for the Avco Corporation Retirement Income Trust, the Paul Revere Life Insurance Company and the Paul Revere Variable Annuity Insurance Company, its successors and assigns forever all of the right, title and interest of Refco-Equipment, Inc. ("Owner") in and to the railroad cars (the "Equipment") described on the Schedule attached hereto.

TO HAVE AND TO HOLD the Equipment unto the Buyer, its successors and assigns, to its and their own use and behalf forever.

EXCEPT AS SPECIFICALLY SET FORTH IN THIS BILL OF SALE THERE ARE NO WARRANTIES OR REPRESENTATIONS OF ANY KIND OR NATURE, EXPRESS OR IMPLIED, CONCERNING THE EQUIPMENT, ITS CONDITION, ITS FITNESS FOR A PARTICULAR PURPOSE, ITS MERCHANTABILITY OR WITH RESPECT TO PATENT INFRINGEMENT OR THE LIKE. SELLER SHALL, IN NO EVENT, BE LIABLE TO BUYER FOR ANY INDIRECT, SPECIAL OR CONSEQUENTIAL DAMAGES CAUSED, DIRECTLY OR INDIRECTLY, BY THE EQUIPMENT OR ANY INADEQUACY THEREOF FOR ANY PURPOSE, OR ANY DEFICIENCY OR DEFECT THEREIN, OR THE USE OR MAINTENANCE THEREOF, OR ANY REPAIRS, SERVICING OR ADJUSTMENTS THERETO.

Seller, for itself and its successors and assigns further covenants and agrees to do, execute and deliver, or to cause to be done, executed and delivered, all such further acts, transfers and assurances, for the better assuring, conveying and confirming unto Buyer and its successors and assigns, all and singular, the rights and interests in the Equipment hereby bargained, sold, assigned, transferred, set over and conveyed, as Buyer and its successors and assigns shall request.

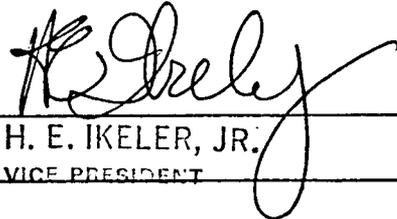
This Bill of Sale and the representations, warranties, and covenants herein contained shall inure to the benefit of Buyer and its successors and assigns, shall be binding upon Seller and its successors, assigns and transferees, and shall survive the execution and delivery hereof.

This Bill of Sale is issued pursuant to a public foreclosure sale of the Equipment pursuant to the Security Agreement, the Uniform Commercial Code and other applicable law at which Seller was

the successful bidder for and acquired the right to transfer and convey and is hereby intended to and does transfer and convey to Buyer all of the Owner's right, title and interest in the Equipment free of the Secured Party's security interest therein and any liens and security interests subordinate to Secured Party's security interest.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed on February 1, 1983.

GIRARD BANK, Agent as aforesaid

By 
H. E. IKELER, JR.
Its VICE PRESIDENT

ATTEST:


G. F. ARLETH
CORPORATE TRUST OFFICER

COMMONWEALTH OF PENNSYLVANIA)
) SS.
COUNTY OF PHILADELPHIA)

On this 1ST day of MARCH, 1983,
before me personally appeared H. E. IKELER, JR.,
to me personally known, who being by me duly sworn, says that
he is the VICE PRESIDENT of GIRARD BANK,
a Pennsylvania banking corporation, that the seal affixed to
the foregoing instrument is the corporate seal of said banking
corporation, that said instrument was signed and sealed on
behalf of said banking 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 banking
corporation.

[SEAL]

My commission expires:

Noreen Moderski

Notary Public

NOREEN MODERSKI NOTARY PUBLIC
PHILADELPHIA, PHILADELPHIA COUNTY
MY COMMISSION EXPIRES APR 22 1985
Member Pennsylvania Association of Notaries

SCHEDULE TO BILL OF SALE

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NSL150105, 150111, 150114-150116, 150119, 150122, 150124, 150125, 150134, 150136, 150138, 150142, 150145, 150156, 150157, 150161,

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151114, 151132, 151134, 151162, 151167, 151171, 151095,
151102.

PT 200007, 200010, 200011, 200013, 200015, 200017, 200020,
200021, 200023, 200025, 200026.

NSL 150137 (in service).