

150
New No.

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

LAW OFFICES
ALVORD AND ALVORD 14122

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D. C.

20006-2973

August 12, 1983

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

CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

TELEX
440367 A AND A
440348 CDAA UI

AUG 12 1983 2 25 PM
INTERSTATE COMMERCE COMMISSION

3-224A120

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

No. AUG 12 1983
Date
Fee \$ 50.00
QH
ICC Washington, D. C.

RECEIVED
AUG 12 2 18 PM '83
I.C.C.
FEE OPERATION

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 three counterparts of a Bill of Sale executed as of May 4, 1983, a "primary document" as that term is defined in 49 C.F.R. §1177.1(a).

A general description of the one hundred (100) covered hopper cars 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 The Paul Revere Variable Annuity Account No. 1, The Paul Revere Variable Annuity Account No. 2 and The Paul Revere Protective Life Insurance Company
3 Girard Plaza
Philadelphia, Pennsylvania 19101

Buyer: Girard Bank, as Agent for The Paul Revere Variable Annuity Account Mo. 1, The Paul Revere Variable Annuity Account No. 2 and The Paul Revere Protective Life Insurance Company
3 Girard Plaza
Philadelphia, Pennsylvania 19101

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

C. T. Kappler
[Signature]

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
August 12, 1983
Page Two

Kindly return the stamped copies of the enclosed document not needed for your recordation files 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 one hundred (100) covered top hopper cars identified below (the "Railcars") together with all accessories, equipment, parts, and appurtenances pertaining or attached to any of the Railcars, all substitutions, renewals, replacements of and additions, improvements, accessions and accumulations to any of the Railcars, and all proceeds, including insurance proceeds of any of the foregoing.

DESCRIPTION:

100 Ton, 4,700 Cubic Foot, Covered Hopper Cars; Spec. H.C.
100-47-193-B.

ORIGINAL LESSEE ROAD NUMBERS:

WSOR 30000 - WSOR 300099

MOST RECENT LESSEE ROAD NUMBERS:

WSOR 300003, WSOR 300004, WSOR 300007, WSOR 300009, SWR 300011,
WSOR 300013, WSOR 300015, WSOR 300017, WSOR 300020-WSOR 300023,
WSOR 300025-WSOR 300031, WSOR 300034, WSOR 300035, WSOR 300038-
WSOR 300040, WSOR 300042, WSOR 300043, WSOR 300047, WSOR 300050-
WSOR 300053, WSOR 300057-WSOR 300059, WSOR 300061-WSOR 300068,
WSOR 300070, WSOR 300073, WSOR 300074, WSOR 300077, WSOR 300078,
WSOR 300082-WSOR 300084, WSOR 300087, WSOR 300090, WSOR 300092-
WSOR 300095, WSOR 300097, WSOR 300098.

WSOX 300000-WSOX 300002, WSOX 300005, WSOX 300006, WSOX 300008,
WSOX 300010, WSOX 300012, WSOX 300014, WSOX 300016, WSOX 300018,
WSOX 300019, WSOX 300024, WSOX 300032, WSOX 300033, WSOX 300036,
WSOX 300037, WSOX 300041, WSOX 300044-WSOX 300046, WSOX 300048,
WSOX 300049, WSOX 300054-WSOX 300056, WSOX 300060, WSOX 300069,
WSOX 300071, WSOX 300072, WSOX 300075, WSOX 300076, WSOX 300079-
WSOX 300081, WSOX 300085, WSOX 300086, WSOX 300088, WSOX 300089,
WSOX 300091, WSOX 300096, WSOX 300099.

See 12533

This is a release of
these units from the
CSA under 12533

14122

RECORDATION NO. Filed 1123

AUG 12 1983 - 2 25 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE
(100 Covered Hopper Cars)

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 Paul Revere Variable Annuity Account No. 1, The Paul Revere Variable Annuity Account No. 2 and The Paul Revere Protective Life Insurance Company, and acting as Secured Party under Conditional Sale and Participation Agreements dated as of November 15, 1980 and related documents, has bargained, sold, transferred, assigned, set over and conveyed, and by these presents does bargain, sell, transfer, assign, set over and convey unto itself as agent as aforesaid (the "Buyer"), its successors and assigns forever all of the right, title and interest of Film Properties, Inc. ("Owner"), and all parties with interests subordinate to the Seller's interest as secured party, in and to the railcars (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.

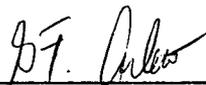
This Bill of Sale and the representations, warranties and covenants herein contained shall inure to the benefit of Buyer and its successors and assigns, shall be binding upon Seller and its successors, assigns and transferees, and shall survive the execution and delivery hereof.

This Bill of Sale is issued pursuant to a public foreclosure sale of the Equipment pursuant to the Conditional Sale and Participation Agreements and related documents, the Uniform Commercial Code and other applicable law at which Seller was the successful bidder for and accordingly acquired the right to transfer and convey the rights acquired by it pursuant to the foreclosure sale, and hereby does transfer and convey to Buyer those rights, including all of the Owner's right, title and interest in and to the Equipment free of the Seller's security interest therein and any liens and security interests subordinate to the Seller's security interest.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed as of May 4, 1983.

GIRARD BANK, Agent as aforesaid

By 
Its VICE PRESIDENT

ATTEST:


G. F. ARLETH
CORPORATE TRUST OFFICER

[SEAL]

COMMONWEALTH OF PENNSYLVANIA)
) SS.
COUNTY OF PHILADELPHIA)

On this 5th day of August, 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 instru-
ment is the corporate seal of said banking corporation, that said
instrument was signed and sealed on behalf of said banking corpora-
tion 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.

Noreen Moderski
Notary Public



[SEAL]

My commission expires: _____
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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