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Michael L. Weissman
Richard G. Smolev
Robert A. Pond

14196
RECORDATION NO. 14196 FILED NOVEMBER 10, 1983

Area Code 312
Telephone 444-9500

Phillip L. Pomerance

NOV 15 1983 -2 45 PM

INTERSTATE COMMERCE COMMISSION

Secretary of the Interstate
Commerce Commission
Recordation Office
Interstate Commerce Commission
Constitution Avenue and
Twelfth Street, N.W.
Room 2303
Washington, D.C. 20423

3-319A44
NOV 15 1983
Date
Fee \$ 50.00
ICC Washington, D.C.
RECEIVED
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FEDERATION DR.
I.C.C.

Dear Sir:

Enclosed for recordation is one certified original, together with one copy, of a Bill of Sale and Assignment dated November , 1983. This Bill of Sale and Assignment documents the sale by The Ohio National Life Insurance Company to itself, of all interests in the railcars described below pursuant to a court-ordered foreclosure sale.

The parties to this transaction and the railcars affected thereby are as follows:

NAMES AND ADDRESSES OF PARTIES

1. Transferor:

OHIO NATIONAL LIFE INSURANCE CO.
William H. Taft at Highland
P.O. Box 237
Cincinnati, Ohio 45201

2. Transferee:

OHIO NATIONAL LIFE INSURANCE CO.
William H. Taft at Highland
P.O. Box 237
Cincinnati, Ohio 45201

RAILCARS TRANSFERRED

UMP 7233-7254
UMP 7255-7274

November 10, 1983
Page Two

The above railcars were the subject of certain documents filed with this Commission that are listed, together with their respective recordation numbers, in Exhibit A attached to this letter. All interests in those railcars have been released by the appropriate parties pursuant to court orders, and instruments documenting such releases are being filed with this Commission immediately prior to the filing of the enclosed Bill of Sale and Assignment.

Please find enclosed a check in the amount of \$50 in payment of the applicable filing fee. Please cause the enclosed certified original of the Bill of Sale and Assignment to be recorded, and please stamp and return the copy thereof to:

Weissman, Smolev & Pond
20 N. Clark Street, Suite 2727
Chicago, Illinois 60602

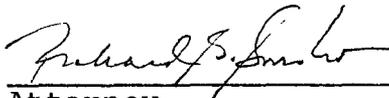
Attention: Richard G. Smolev

Thank you for your assistance.

Yours very truly,

THE OHIO NATIONAL LIFE
INSURANCE COMPANY

By:



Attorney

Interstate Commerce Commission
Washington, D.C. 20423

11/16/83

OFFICE OF THE SECRETARY

Weissman, Smolev & Pond
20 N. Clark Street, Suite 2727
Chicago, Illinois 60602
Attn. Richard G. Smolev

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 **11/15/83** at **2:45pm** and assigned re-
recording number (s). **14196**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

NOV 15 1983 - 2 42 PM

BILL OF SALE AND ASSIGNMENT

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that for and in consideration of \$18,000 for each of the railcars described in the schedule attached hereto (the "Equipment") and other good and valuable consideration, receipt of which is hereby acknowledged, the Ohio National Life Insurance Company, William H. Taft and Highland, P.O. Box 237, Cincinnati, Ohio 45201 ("Seller"), the secured party under a Security Agreement dated December 10, 1979, which was assigned to Seller by an Assignment and Agreement dated February 13, 1980, and under a Security Agreement dated February 20, 1980, which was assigned to Seller by an Assignment and Agreement dated February 20, 1980 (together the "Security Agreements"), by a foreclosure sale held pursuant to and in accordance with an order entered on September 28, 1983 by the United States Bankruptcy Court for the Northern District of Illinois, and in accordance with the Security Agreements and applicable law, has sold, transferred, assigned, set over and conveyed unto itself, the Ohio National Life Insurance Company ("Buyer"), its successors and assigns forever, all the right, title and interest in and to the Equipment of Seller, Swig Investment Company (the "Prior Owner"), and all other persons claiming any prior right, title or interest in or to the Equipment.

TO HAVE AND TO HOLD the Equipment unto 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, OR ITS MERCHANTABILITY, OR WITH RESPECT TO PATENT INFRINGEMENT OR THE LIKE. IN NO EVENT SHALL SELLER 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 sold, assigned, transferred, set over and conveyed, as Buyer and its successors and assigns shall reasonably 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 the aforesaid court orders, the Uniform Commercial Code and other applicable law ordering and governing a public foreclosure sale at which Buyer took all right, title and interest of the Prior Owner in and to the Equipment free of all liens and security interests.

IN WITNESS WHEREOF, Seller and Buyer have caused this Bill of Sale and Assignment to be executed as of November 8th, 1983.

OHIO NATIONAL LIFE
INSURANCE COMPANY

By: 
Title: Vice President, Securities

CERTIFICATION OF SALE

The undersigned, being duly sworn according to law, hereby certifies that the aforesaid foreclosure sale was conducted by public auction, that the undersigned was present at that sale by auction, and that Buyer (as defined in the foregoing instrument) was the successful bidder at that auction and thereby did purchase all rights and interests whatsoever in the Equipment (as defined therein).

 L.S.

SWORN to and SUBSCRIBED
before me this 10th day
of November, 1983.


NOTARY PUBLIC

STATE OF OHIO)
) SS
COUNTY OF HAMILTON)

On this 8th day of November, 1983, before me personally appeared Joseph P. Brom, to me personally known, who being by me duly sworn, says that he is the Vice President of the Ohio National Life Insurance Company, an Ohio corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and 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.

Judith A Kump
NOTARY PUBLIC

[SEAL]

My commission expires:

Judith A. Kump
Notary Public, State of Ohio
My Commission Expires on 11/11/85

SCHEDULE TO BILL OF SALE AND ASSIGNMENT

The Equipment consists of forty-two (42) 100-ton railroad open-top hopper cars bearing the most recent road number listed below, together with all accessories, equipment, parts and appurtenances pertaining or attached to any of said boxcars, all substitutions, renewals and replacements of, and all additions, improvements, accessions and accumulations to, any of said boxcars, and all proceeds, including insurance proceeds, of any of the foregoing. The Equipment bears the following most recent road numbers, inclusive:

UMP 7233-7254
UMP 7255-7274