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RECORDATION NO 16213-A FILED 1425

APR 10 1989 -11 05 AM

INTERSTATE COMMERCE COMMISSION

April 7, 1989

VIA FEDERAL EXPRESS

RECORDATION NO 16213-B FILED 1425

APR 10 1989 -11 05 AM

INTERSTATE COMMERCE COMMISSION

Ms. Noreta R. McGee
Secretary of the Interstate
Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed please find, for filing and recordation pursuant to Section 11303 of Title 49 of the United States Code and the regulations promulgated thereunder, four fully executed copies each of two Bills of Sale relating to certain railroad rolling stock as described herein, which should be included as part of the filing recorded on February 24, 1989 at 11:40 a.m., Recordation Number 16213 as the next available recordation numbers, being 16213-A and 16213-B.

I. Document: Bill of Sale dated as of February 22, 1989.

A. Parties: Buyer: IBJ Schroder Leasing Corporation
Seller: The CIT Group/Equipment Financing Inc.

B. Addresses: Buyer: One State Street
New York, New York 10004
Attn: Gerard D. Cannie
Vice President - Operations

Seller: 270 Park Avenue
New York, New York 10017
Attn: John J. Boyle
Vice President

C. Equipment: Twelve (12) 2300 cubic foot capacity 100-ton open top hopper cars bearing road numbers KAIX 2012-2023.

A short summary of the document to appear in the Index is as follows:

Bill of Sale for twelve (12) 2300 cubic foot capacity 100-ton open top hopper cars, Road Numbers KAIX 2012-2023.

APR 10 10 52 AM '89
MOTOR OPERATING UNIT

II. Document: Bill of Sale dated as of March 7, 1989.

A. Parties: Buyer: IBJ Schroder Leasing Corporation
Seller: The CIT Group/Equipment Financing, Inc.

B. Addresses: Buyer: One State Street
New York, New York 10004
Attn: Gerard D. Cannie
Vice President - Operations

Seller: 270 Park Avenue
New York, New York 10017
Attn: John J. Boyle
Vice President

C. Equipment: Six (6) 2300 cubic foot capacity 100-ton open top hopper cars, Road Numbers KAIX 2024-2029.

A short summary of the document to appear in the Index is as follows:

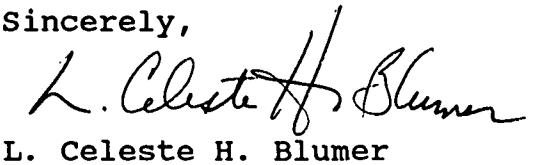
Bill of Sale for six (6) 2300 cubic foot capacity 100-ton open top hopper cars, Road Numbers KAIX 2024-2029.

Once the filing has been made, please return the stamped copies of the documents not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Enclosed is a check of this firm in the amount of $26.00 to cover the filing fees for these two documents.

The undersigned certifies that she is acting as special counsel to IBJ Schroder Leasing Corporation for purposes of this filing and that she has knowledge of the matters set forth in the above described documents.

Sincerely,



L. Celeste H. Blumer

Enclosures

LCHB:jt

Interstate Commerce Commission

Washington, D.C. 20423

4.26.89

OFFICE OF THE SECRETARY

L. Celesta H. Blumer
Manwell & Wes
Citicorp Center
One Sansome Street ,14th Fl.
San Francisco,Calif. 94104

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 4.10.89 , at 11:05am ,
and assigned recordation number(s). 16279 16213-A & 16213-B & 16213-C 4.25.89 10:40am

Sincerely yours,

Noreta R. McGee

Noreta R. McGee
Secretary

Enclosure(s)

RECORDATION NO. 16213-A FILED 1425
APR 10 1989 -11 05 AM
INTERSTATE COMMERCE COMMISSION

Bill of Sale

For and in consideration of the sum of One Dollar ($1.00) and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, The CIT Group/Equipment Financing, Inc. (herein "Seller"), does hereby sell, grant, transfer and deliver free and clear of all liens, claims, obligations and encumbrances all its right, title and interest in and to the equipment further described below (herein the "Equipment") "as is, where is" unto IBJ Schroder Leasing Corporation (herein "Purchaser") and to its successors and assigns, to have and to hold said equipment forever.

Description	Number of Cars	Car Markings
2,300 Cubic Foot Capacity, 100 Ton, Open Top Hopper Cars, Built by Greenville Steel Car in 1970	12	KAIX 2012-2023

And Seller warrants that it is the absolute owner of the Equipment and does for itself, its successors and assigns covenant and agree with Purchaser, its successors and assigns, to warrant and defend the title to the Equipment against all and every person and persons whomsoever claiming or laying claim to the same, except for any defects in title or liens or encumbrances in or to the Equipment arising by reason of Purchaser's own acts.

SELLER MAKES NO OTHER WARRANTY OF REPRESENTATION, EXPRESS OR IMPLIED, AND EXPRESSLY DISCLAIMS ANY WARRANTY OR REPRESENTATION AS TO THE MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, DESIGN, PERFORMANCE OR CONDITION OF, OR AS TO QUALITY OR ANY WARRANTY THAT THE EQUIPMENT WILL SATISFY THE REQUIREMENTS OF ANY LAW, RULE, REGULATION, SPECIFICATION OR CONTRACT WHICH PROVIDES FOR SPECIFIC MACHINERY, OPERATIONS OR SPECIAL METHODS, it being expressly understood that all such risks, as between Seller and Purchaser are to be borne by Purchaser.

IN WITNESS WHEREOF, we have set our hand and seal this 22 day of February, 1989.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: _____

Title: SVP

STATE OF New York)
)
COUNTY OF New York)

On this 22nd day of February, 1989, before me personally appeared W. S. Pardey, to me personally known, who, being by me duly sworn, says that he is Senior Vice President of The CIT Group/Equipment Financing, Inc., 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.

Ira Finkelson
Notary Public

IRA FINKELSON
Notary Public, State of New York
No. 6297225
Qualified in Westchester County
Commission Expire May 31, 1990

My Commission Expires: _____

[Notarial Seal]