

LAW OFFICES

ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

150 NORTH MICHIGAN AVENUE  
CHICAGO, ILLINOIS 60601-7567  
312-558-1000

TWX NUMBER  
910-221-1154  
TELECOPIER  
312-750-8600

529 FIFTH AVENUE  
NEW YORK, NEW YORK 10017-4608  
212-949-7075  
580 HOWARD AVENUE  
SOMERSET, NEW JERSEY 08875-6739  
201-563-2700  
888 16TH STREET, N.W.  
WASHINGTON, D.C. 20006-4103  
202-296-8600

January 18, 1989

SUSAN G. LICHTENFELD

1 6173  
RECORDATION NO. \_\_\_\_\_

VIA FEDERAL EXPRESS

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
12th Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

JAN 25 1989 7 28 PM No. 9-025A013  
INTERSTATE COMMERCE COMMISSION Date JAN 25 1989  
Fee \$ 13.00  
ICC Washington, D. C

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one executed copy and three photostatic copies of a Bill of Sale, dated as of January 17, 1989, a primary document as defined in the Commission's Rules for the Recordation of Documents.

The name and address of the parties to the enclosed documents are:

Seller: Midlantic National Bank  
4 Becker Farm Road  
Roseland, New Jersey 07068  
Purchaser: General Motors Corporation  
9301 W. 55th  
LaGrange, IL 60525

JAN 25 1 14 PM '89

A description of the railroad equipment covered by the enclosed document is set forth therein.

Also enclosed is a check in the amount of \$13.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return the stamped original executed copy and two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Susan G. Lichtenfeld, Esq., Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Noreta R. McGee  
January 18, 1989  
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Following is a short summary of the enclosed document:

Document to be Recorded

Bill of Sale dated January 17, 1989 from  
Midlantic National Bank, as Owner Trustee  
under Trust Agreement dated May 15, 1973,  
Seller, to General Motors Corporation,  
Purchaser, covering 20 locomotives.

Very truly yours,

  
Susan G. Lichtenfeld

/as

cc: Keith McCanless  
Tom Craig  
Alice Cooney  
Robert Kleinman

APPENDIX A<sup>\*/</sup>

20 EMD SD-40-2 LOCOMOTIVES

<u>Prior Road Numbers</u>	<u>Current Road Numbers</u>
MILW 177✓	S00 6300
MILW 178	S00 6301
MILW 179	S00 6302
MILW 180	S00 6303
MILW 181	S00 6304
MILW 21	S00 6305
MILW 22	S00 6306
MILW 23	S00 6307
MILW 25	S00 6309
MILW 26	S00 6310
MILW 27	S00 6311
MILW 28	S00 6312
MILW 29	S00 6313
MILW 30	S00 6314
MILW 172✓	S00 6345
MILW 173✓	S00 6346
MILW 174✓	S00 6347
MILW 175✓	S00 6348
MILW 171✓	S00 6381
MILW 176✓	S00 6382

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<sup>\*/</sup> If any conflict arises between the Prior Road Numbers and the Current Road Numbers, the Prior Road Numbers shall prevail.

SGL-ATC-2  
LARRY/ATC

1 6173

JAN 25 1989 - 1 PM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS that, for and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, MIDLANTIC NATIONAL BANK (F/K/A National Newark and Essex Bank), as Owner Trustee under Trust Agreement dated May 15, 1973 ("Seller"), does hereby sell, assign and transfer unto GENERAL MOTORS CORPORATION, a Delaware corporation ("Buyer"), and its successors and assigns, all of Seller's right, title and interest in and to the locomotives described in Appendix A hereto (the "Equipment").

Seller hereby sells and transfers title to the Equipment to Buyer on an "as-is, where-is, with all faults" basis, and without any covenant, representation or warranty, express or implied, of any nature whatsoever except, however, that Seller warrants that it is the owner of the Equipment, that it has good and marketable title to the Equipment, and has the right to convey title to the Equipment to the Buyer, and that Seller's title to the Equipment is free of all liens and encumbrances created by or through Seller. THE WARRANTY IN THIS PARAGRAPH IS EXCLUSIVE AND IN LIEU OF ALL OTHER WARRANTIES OF SELLER, WHETHER WRITTEN, ORAL, EXPRESS OR IMPLIED, AND SELLER SHALL NOT BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO MAKE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT, OR ANY OTHER REPRESENTATION OR WARRANTY WHATSOEVER. By acceptance of this Bill of Sale, Buyer agrees to pay all sales and use taxes hereafter assessed or levied against the Equipment arising as a result of this Bill of Sale and the transactions contemplated hereby.

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

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be duly executed and delivered on this 17th day of January, 1989.

MIDLANTIC NATIONAL BANK (F/K/A National Newark & Essex Bank), as Owner Trustee under Trust Agreement dated May 15, 1973.

By Ann M. August  
Title: Ass't Trust Officer

JAN 25 1989  
1:25 PM '89  
100-111111

STATE OF NEW JERSEY)

COUNTY OF Essex )

SS.

On this 17 day of January, 1989, before me, the subscriber, Dolores E. Krysiak, a Notary Public, duly commissioned, qualified, and acting, within and for said County and State, appeared in person the within named Ann Sargeant to me personally known, who stated and acknowledged that he is the Asst. Trust Officer of Midlantic National Bank (F/K/A National Newark & Essex Bank) and duly authorized by authority of the board of directors or by-laws of said bank in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said bank and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said bank, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 17th day of January, 1989.

Dolores E. Krysiak  
Notary Public

DOLORIS E. KRYSIAK  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires May 29, 1992

My commission expires:

5/29/92

APPENDIX A\*/

20 EMD SD-40-2 LOCOMOTIVES

Prior Road Numbers

Current Road Numbers

MILW	177	SOO	6300
MILW	178	SOO	6301
MILW	179	SOO	6302
MILW	180	SOO	6303
MILW	181	SOO	6304
MILW	21	SOO	6305
MILW	22	SOO	6306
MILW	23	SOO	6307
MILW	25	SOO	6309
MILW	26	SOO	6310
MILW	27	SOO	6311
MILW	28	SOO	6312
MILW	29	SOO	6313
MILW	30	SOO	6314
MILW	172	SOO	6345
MILW	173	SOO	6346
MILW	174	SOO	6347
MILW	175	SOO	6348
MILW	171	SOO	6381
MILW	176	SOO	6382

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\*/ If any conflict arises between the Prior Road Numbers and the Current Road Numbers, the Prior Road Numbers shall prevail.