

ROBERT G. SHEPHERD, JR.
LOUIS E. GITOMER

LAW OFFICES OF
ROBERT G. SHEPHERD, JR.
SUITE 400 - LAFAYETTE CENTRE
1155 21ST ST., N.W.
WASHINGTON, D.C. 20036
(202) 457-7944

TELEX:
277566 EXECUR
TELECOPIER:
(202) 872-0896

RECORDATION NO 16278 FILED 1485
APR 10 1989 - 2:30 PM
INTERSTATE COMMERCE COMMISSION

April 10, 1989

4/10/89
1/3
CC Washington, D.C.

9-100A055

Honorable Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary McGee:

I have enclosed the original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Bill of Sale, a primary document dated March 31, 1989.

We request that this sale be recorded under a new Recordation Number and be crossed-indexed to Recordation Numbers: 4480 and 4543.

The names and address of the parties to document are as follows:

Vendor:

Texas & Northern Railway Company
Highway 259 South
Lone Star, TX 75663

Vendee:

GATX Leasing Corporation
Four Embarcadero Center
San Francisco, CA 94111

APR 10 2 26 PM '89
MOTOR OPERATING UNIT

Country Club of America

Honorable Noreta R. McGee
April 10, 1989
Page Two

A description of the equipment covered by the document follows:

The equipment covered by the agreement consists of 197 - 100 - ton bulkhead-equipped pulpwood flatcars, manufactured by General Steel Industries in 1967. These cars carry the following numbers: TN-#'s 6005, 4800-4833, 4835-4852, 4854, 4855, 4857-4862, 4864-4933, and 4935-4999 (including two cars numbered 4936). These cars were previously numbered: MP-#'s 736005, 734800-734833, 734835-734852, 734855, 734857-734862, 734864-734868, 734870-734900, 734902-734933, 734935-734957, 734959-734966, and 734968-734989, and TP-#'s 734854, 734869, 734901, 734936, 734958, 734967 and 734990.

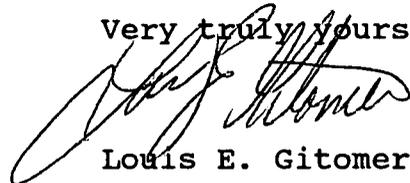
A fee of \$13.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

Louis E. Gitomer
Suite 400
1155 21st Street, NW
Washington, DC 20036

A short summary of the document appear in the index follows:

Assignment through a Bill of Sale between Texas and Northern Railway Company, Highway 259 South, Lone Star, TX 75668, and GATX Leasing Corporation, Four Embarcadero Center, San Francisco, CA 94111, dated March 31, 1989, and covering 197 - 100 - ton bulkhead-equipped pulpwood flatcars, manufactured by General Steel Industries in 1967. These cars carry the following numbers: TN-#'s 6005, 4800-4833, 4835-4852, 4854, 4855, 4857-4862, 4864-4933, and 4935-4999 (including two cars numbered 4936). These cars were previously numbered: MP-#'s 736005, 734800-734833, 734835-734852, 734855, 734857-734862, 734864-734868, 734870-734900, 734902-734933, 734935-734957, 734959-734966, and 734968-734989, and TP-#'s 734854, 734869, 734901, 734936, 734958, 734967, and 734990.

Very truly yours,



Louis E. Gitomer

LEG/cav

Interstate Commerce Commission
Washington, D.C. 20423

4.10.89

OFFICE OF THE SECRETARY

Louis EGitomer
Suite 400Lafayette Center
1155 21st St. N.W.
Washington, D.C. 20036

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 2:30pm , and assigned recordation number(s). 16278

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

APR 10 1989 - 2:30 PM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

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, TEXAS & NORTHERN RAILWAY COMPANY (herein "Seller"), owner of the full legal title of the 197 (former Missouri Pacific Railroad Company) 100-ton bulkhead-equipped pulpwood flatcars, as more fully described in Schedule 1 attached hereto (herein the "Equipment"), does hereby sell, grant, transfer and deliver all its right, title and interest in and to said Equipment unto GATX Leasing Corporation (herein "Purchaser"), and to its successors and assigns, to have and to hold said Equipment forever. The Equipment is sold "as is" and "where is" and the description of the Equipment is for the sole purpose of identifying it and is not part of the basis of the bargain.

And Seller does for itself, its successors and assigns covenant and agree with Purchaser, its successors and assigns, to warrant and defend the sale of the Equipment unto Purchaser, its successors and assigns against all and every person and persons whomsoever lawfully claiming or laying claim to the same, by, through or under Seller or its predecessors in interest, except for any defects in title in or to the Equipment arising by reason of Purchaser's own acts. SELLER MAKES NO OTHER WARRANTY WHATEVER WITH RESPECT TO TITLE.

THE WARRANTY SET FORTH IN THE FOREGOING PARAGRAPH IS EXCLUSIVE AND IN LIEU OF ALL OTHER WARRANTIES OF SELLER, WHETHER EXPRESS OR IMPLIED, NOW OR HEREAFTER, AS TO THE VALUE, CONDITION, DESIGN, OPERATION, MERCHANTABILITY, QUALITY OF MATERIAL OR WORKMANSHIP, FITNESS FOR USE OR FOR A PARTICULAR PURPOSE, MAINTENANCE OR MARKETABILITY OF ANY EQUIPMENT (OTHER THAN MARKETABILITY OF TITLE THERETO).

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed by its duly authorized officer this 31st day of March, 1989.

TEXAS & NORTHERN RAILWAY COMPANY

ATTEST:

Stephen N. Wakefield

Stephen N. Wakefield
ASSISTANT Secretary

By

Its

J. Lyle Runyan
PRESIDENT

SCHEDULE 1

SCHEDULE OF RAILCARS BEING SOLD BY TEXAS & NORTHERN
RAILWAY COMPANY TO GATX LEASING CORPORATION

197 100-ton bulkhead-equipped pulpwood flatcars
built in 1967 by General Steel Industries, and
further identified as follows:

Present Car Numbers

TN 6005
4800 - 4833
4835 - 4852
4854 - 4855
4857 - 4862
4864 - 4933
4935 - 4999 (two cars numbered TN 4936)

Former Car Numbers

MP 736005
734800 - 734833
734835 - 734852
734855
734857 - 734862
734864 - 734868
734870 - 734900
734902 - 734933
734935 - 734957
734959 - 734966
734968 - 734989

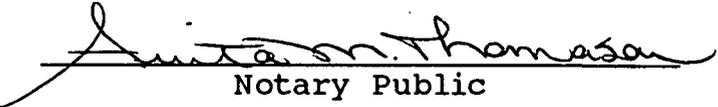
TP 734854
734869
734901
734936
734958
734967
734990

Together with any and all accessions, additions, improvements,
replacements and substitutions incorporated or installed
on any item of the foregoing railcars.

STATE OF TEXAS)
)
COUNTY OF Dallas) ss:

On this 31st day of March, 1989, before me personally appeared J. Kyle Pennington, to me personally known, who, being by me duly sworn, did depose and say that he is the President of Texas & Northern Railway Company, the corporation in and which executed the above instrument; that he knows the seal of said corporation; that of said corporation the seal affixed to the foregoing instrument is such corporate seal; and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)


Notary Public

My Commission Expires: _____

