



9-145A052

NRUC
CORPORATION

100 NORTH TWENTIETH STREET
SECOND FLOOR
PHILADELPHIA, PA 19103
215 • 569 • 2220
Telecopler - 215 • 569 • 2314

RECORDATION NO. 16350 FILED 1423

MAY 25 1989 - 1 23 PM

INTERSTATE COMMERCE COMMISSION

May 24, 1989

Ms. M. Lee
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, DC. 20423

Dear Ms. Lee:

Enclosed herewith are two (2) originals and one (1) copy of the documents described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a "Bill of Sale" representing a sale of forty-four (44) boxcars between:

Seller: Upper Merion and Plymouth Leasing Company
875 North Michigan Avenue
Suite 1400
Chicago, Illinois 60611

and

Purchaser: NRUC Corporation
100 North Twentieth Street
Second Floor
Philadelphia, Pennsylvania 19103

A fee of thirteen dollars (\$13.00) is enclosed. Please return one (1) original and one (1) copy of the above "Bill of Sale" with the recordation certification data stamped thereon, to my attention, at the above address.

Sincerely

Roland A. McKee
Roland A. McKee
Director of Marketing
NRUC Transportation Division

RAM/rfg

MAY 25 1 20 PM '89
MOTOR OPERATING UNIT

Handwritten signatures and initials on the left margin.

Interstate Commerce Commission
Washington, D.C. 20423

5/25/89

OFFICE OF THE SECRETARY

Roland A McKee
NRUC Corporation
100 North 20th St. 2nd.
Philadelphia, PA. 19103

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 5/25/89 at 1:25pm, and assigned recordation number(s). 16350, 16351 & 16352

Sincerely yours,

Narita L. McKee

Secretary

Enclosure(s)

16350
RECORDATION #3 FILED 1425

MAY 25 1989 -1 25 PM

Bill of Sale

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that Upper Merion and Plymouth Leasing Co., Inc., a Delaware corporation (herein "Seller"), for and in consideration of the sum of One Dollar (\$1.00) lawful money of the United States of America and other good and valuable consideration paid by NRUC Corporation, a South Carolina corporation (herein "Buyer"), the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, assign, transfer and set over unto Buyer all right, title and interest in and to the following personal property (herein "Equipment") more specifically described as follows:

Forty-four used cars bearing reporting marks HCRC 1047 through HCRC 1049 inclusive, HCRC 1053, HCRC 1059, HCRC 1062 through HCRC 1100 inclusive.

EXCEPT AS STATED HEREIN, SELLER DISCLAIMS ALL WARRANTIES, EXPRESS OR IMPLIED, INCLUDING, BUT NOT LIMITED TO, ANY WARRANTY OR MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE OF THE EQUIPMENT.

Seller hereby warrants to the Buyer, its successors and assigns, that, immediately prior to the delivery of this Bill of Sale, Seller had legal title to the Equipment and good and lawful right to sell the same, and that title to the Equipment is hereby duly vested in Buyer free and clear of all

CON2exBme

liens, claims, encumbrances, taxes and rights of any other kind and nature whatsoever, except as previously disclosed to Buyer by Seller. Seller hereby covenants and agrees to reimburse, indemnify and hold harmless Buyer from and against any loss, expense, damages, or deficiencies arising from any and all claims, liens, encumbrances, taxes, and rights of others of any nature whatsoever, except as relates to encumbrances previously disclosed to Buyer by Seller, assessed against such title forever.

IN WITNESS WHEREOF Seller has caused this Bill of Sale to be executed and delivered in its name this 27th day of April, 1989.

UPPER MERION AND PLYMOUTH LEASING CO.

BY:

Dennis T. Hunt

TITLE:

Vice President - Finance

RECEIPT

Buyer hereby acknowledges receipt of the Equipment identified in the foregoing Bill of Sale this 27th day of April, 1989.

NRUC CORPORATION

BY:

John R. Plonowski

TITLE:

President

STATE OF Illinois)
)
COUNTY OF Cook)

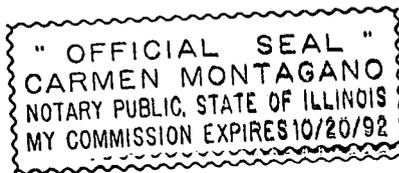
On this 27th day of April, 1989, before me personally appeared Dennis T. Hurst, personally known, who, being by me duly sworn, said that he is an authorized officer of Upper Merion and Plymouth Leasing Co. and that said instrument was signed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(seal)

Carmen Montagano

Notary Public

My commission expires:



Commonwealth of Pennsylvania, }
County of Chula } ss.

On this, the 9th day of May, 1989, before me
Barbara Ann Rastetter, the undersigned officer, personally
appeared John A. Maruscotti known to me, or satisfactorily proven to
be the person whose name is subscribed to the within instrument, and acknowledged that
he executed the same for the purposes therein contained.

In Witness Whereof, I hereunto set my hand and official seal.

[SEAL]

Barbara Ann Rastetter
NOTARY PUBLIC

BARBARA ANN RASTETTER
Notary Public, Phila., Phila. Co.
My Commission Expires April 14, 1990