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RECORDATION NO. 9605-J Filed 1425
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INTERSTATE COMMERCE COMMISSION

October 19, 1984

INTERSTATE COMMERCE COMMISSION

4-293A134

James H. Bayne, Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

No. OCT 19 1984
Date OCT 19 1984
Fee \$ 30.00

RECORDATION NO. 9605-J Filed 1425
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ICC Washington, D.C.

Dear Secretary Bayne:

INTERSTATE COMMERCE COMMISSION

Pursuant to 49 U.S.C. § 11303 and the Commission rules and regulations, I enclose for filing and recordation the following documents:

- (1) Final Loan Termination Agreement dated October 18, 1984 by and among First National Bank and Trust Company, First Peoples Bank of New Jersey, First State Bank (formerly West Side Bank), Hazelton National Bank and Girard Leasing Corporation;
- (2) Unconditional Release dated October 18, 1984 by and among First National Bank and Trust Company, First Peoples Bank of New Jersey, First State Bank (formerly West Side Bank), Hazelton National Bank and Girard Leasing Corporation; and
- (3) Bill of Sale dated October 18, 1984 between Girard Leasing Corporation and Helm Financial Corporation.

ICC OFFICE OF
THE SECRETARY
OCT 19 2 34 PM '84
MOTOR OPERATING UNIT

These documents relate to boxcars subject to a Loan Modification and Moratorium Agreement among First National Bank and Trust Company, First Peoples Bank of New Jersey, First State Bank (formerly West Side Bank), Hazelton National Bank (Lenders) and Girard Leasing Company (Debtor) dated November 18, 1980, filed with the Commission on November 21, 1980, and assigned Recordation Number 9605-J and subsequent amendments.

The names and addresses of the parties to the aforementioned documents to be filed are:

Robert M. Clark

A. [Signature]

James H. Bayne, Secretary
October 19, 1984
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(1) Partial Loan Terminations and Unconditional Release

(a) Lenders:

First National Bank and Trust Company
P. O. Box 391
Waynesboro, Pennsylvania 17268

First Peoples Bank of New Jersey
Cuthbert and MacArthur Drive
Haddon Township, New Jersey 08108

First State Bank
(formerly West Side Bank)
101 North Main Street
Scranton, Pennsylvania 18504

Hazelton National Bank
Broad and Laurel Streets
Hazelton, Pennsylvania 18201

(b) Debtor:

Girard Leasing Corporation
3 Mellon Centre
Philadelphia, Pennsylvania 19101

(2) Bill of Sale

(a) Vendor:

Girard Leasing Corporation
3 Mellon Centre
Philadelphia, Pennsylvania 19101

(b) Purchaser:

Helm Financial Corporation
One Embarcadero Center
Suite 3320
San Francisco, California 94111

The documents relate to the following boxcars:

Thirty-eight (38) 50'6" 70-ton
XM rated boxcars bearing the Road
Numbers listed on Attachment A

James H. Bayne, Secretary
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Please file the Final Loan Termination Agreement, Unconditional Release, and Bill of Sale, cross-indexing them under the names of the Lenders/Debtor and Vendor/Purchaser. A check is enclosed for \$30.00 as prescribed pursuant to 49 C.F.R. § 1177.3(c).

Please stamp all of the originals and copies of the documents and the attached copies of the transmittal letter with your official recording stamp. You will wish to retain one original and one copy of each document and the original of the transmittal letter for your file. Please return the remaining originals and copies to the bearer of this letter.

Sincerely,



Robert M. Clark

RMC/nd

Enclosures

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BILL OF SALE

INTERSTATE COMMERCE COMMISSION

GIRARD LEASING CORPORATION, a Pennsylvania corporation ("Transferor"), for One Dollar (\$1.00) and other good and valuable consideration, receipt of which is hereby acknowledged, hereby sells, transfers and assigns to HELM FINANCIAL CORPORATION, a California corporation ("Transferee"), all of its right, title and interest in and to the property described on Schedule A attached hereto, "AS IS, WHERE IS".

Transferor hereby warrants to Transferee that it has good and legal title to the property identified above and that it has the right to sell the same.

GIRARD LEASING CORPORATION

By: Salves J. Haimes, V.P.
Title:

Dated: 10-18-84

Schedule "A" to Bill of Sale

<u>QUANTITY</u>	<u>PROPERTY DESCRIPTION</u>	<u>SERIAL NUMBER</u>
13	50'6" 70-ton railroad boxcars (Type XM)	SFLC 900004, 900012, 900014, 900019, 900023, 900026, 900027, 900028, 900030, 900034, 900040, 900043, 900047

STATE OF Pennsylvania :
COUNTY OF Philadelphia :
:

On this *18th* day of October, 1984, before me appeared DOLORES J. HARMER, to me personally known, who being by me duly sworn, says that she is the Vice-President of GIRARD LEASING CORPORATION, a Pennsylvania corporation, that the foregoing instrument was signed on behalf of said Corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was and remains the free act and deed of said Corporation.

James M. Barrett

Notary Public

My Commission Expires:

JAMES M. BARRETT
Notary Public, Phila., Phila. Co.
~~My~~ Commission Expires Nov. 30, 1987

[Notarial Seal]