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1-363A016

SCHULER INDUSTRIES, INC.
3527 29th Street North
Birmingham, Alabama 35207
(205) 252-5010

No.
Date DEC 29 1981
Fee \$ 10.00

December 17, 1981

REGISTRATION NO. 7402-A
Filed 1425
1981 Washington, D. C.

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

DEC 29 1981 -10 25 AM
INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Attention: Recordations
Mildred Lee
Room 2307

Re: Recordation of Assignment of Lease

Dear Sir:

Enclosed for recordation is an original executed Bill of Sale and Assignment, together with two certified true copies thereof, pursuant to which Birmingham Trust National Bank has assigned to Schuler Industries, Inc., the lease previously recorded with the Interstate Commerce Commission bearing recordation number 7402 and recordation date and hour February 19, 1974, 11:15 a.m. Also enclosed is a check for \$10.00 in payment of the recordation fee.

The names and addresses of the assignor and the assignee in the transaction are as follows:

Assignor:

Birmingham Trust National Bank
112-118 North 20th Street
Birmingham, Alabama 35288

Assignee:

Schuler Industries, Inc.
3527 29th Street North
Birmingham, Alabama 35207

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This letter is signed by an executive officer of one of the parties having knowledge of the matter set forth herein and the original document should be returned to Schuler Industries, Inc., 3527 29th Street North, Birmingham, Alabama 35207.

Very truly yours,

SCHULER INDUSTRIES, INC.

By 

Enclosures

RECORDATION NO. 7402-A Filed 1425

DEC 29 1981 - 10 35 AM
INTERSTATE COMMERCE COMMISSION

STATE OF ALABAMA)
 :
JEFFERSON COUNTY)

CERTIFICATE

I, a Notary Public in and for said County in said State, hereby certify that (i) I have compared the attached copy of Bill of Sale and Assignment with an original Bill of Sale and Assignment, from Birmingham Trust National Bank to Schuler Industries, Inc., dated as of November 30, 1981, selling, transferring and assigning the Equipment described in Exhibit A thereto, together with the lease recorded under recordation number 7402, and certain Exhibit A Documentation, and that (ii) the attached copy of Bill of Sale and Assignment is a true and correct copy in all respects of the aforesaid original Bill of Sale and Assignment.

Given under my hand and official seal of office this 21st day of December, 1981.

Margaret A Burg
Notary Public

[NOTARIAL SEAL]

My Commission Expires: 9/29/82

BILL OF SALE AND ASSIGNMENT

For and in consideration of \$100 and other good and valuable consideration in hand paid to Birmingham Trust National Bank, a national banking association ("Seller"), by Schuler Industries, Inc., a corporation ("Purchaser"), the receipt whereof is hereby acknowledged, Seller does hereby sell, transfer and assign unto Purchaser all its right, title and interest in and to that certain railroad rolling stock (the "Equipment") which is described in Exhibit A hereto together all of its right, title and interest in, to and under that certain Equipment Lease dated as of January 1, 1974 (the "Lease"), filed and recorded under Recordation Number 7402 with the Interstate Commerce Commission, between Seller as lessor and St. Louis-San Francisco Railway Company as lessee, and in, to, and under all Exhibit A Documentation as defined in the Railcar Purchase Agreement, dated as of November 30, 1981, by and between the Seller and the Purchaser subject however to (i) that certain Security Agreement-Deed of Trust dated as of January 1, 1974 (the "Mortgage"), filed and recorded under Recordation Number 7474 with the Interstate Commerce Commission, by Seller to The Boatmen's National Bank of St. Louis, as trustee, (ii) the Lease and (iii) the Exhibit A Documentation.

TO HAVE AND TO HOLD unto the Purchaser, its successors and assigns forever.

SELLER MAKES NO WARRANTY OR REPRESENTATION, EXPRESSED OR IMPLIED, AS TO THE TITLE, CONDITION, DESIGN, OPERATION, QUALITY, MERCHANTABILITY OR FITNESS FOR USE, OR ANY OTHER WARRANTY OR REPRESENTATION WHATSOEVER, EXPRESSED OR IMPLIED, WITH RESPECT TO THE EQUIPMENT, except that Seller represents and warrants that it acquired good title to the Equipment from its vendor, that it has not conveyed its title thereto (except for the Exhibit A Documentation), that the Equipment is free and clear of all liens and encumbrances arising by, through or under Seller (except the Exhibit A Documentation and those which said lessee is required to discharge under the Lease). SELLER SHALL IN NO EVENT BE RESPONSIBLE FOR INCIDENTAL OR CONSEQUENTIAL DAMAGES TO PURCHASER HOWEVER ARISING.

Purchaser assumes all of the obligations and liabilities of Seller under the Exhibit A Documentation with respect to the Equipment arising subsequent to the date hereof.

IN WITNESS WHEREOF Seller has caused this Bill of Sale and Assignment to be executed in and for its name as of this 30th day of November, 1981.

BIRMINGHAM TRUST NATIONAL BANK

By Cherry Kelsey
Its Executive Vice President

STATE OF ALABAMA)
 :
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Cherry Kelsey whose name as Executive Vice Pres. of Birmingham Trust National Bank, a national banking association, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such officer and with full authority executed the same voluntarily for and as the act of said association.

Given under my hand and official seal this 17th day of December, 1981.

Lawrence J. Stevens
Notary Public

[NOTARIAL SEAL]

My Commission Expires 8-30-82

ST. LOUIS-SAN FRANCISCO RAILWAY

RECONSTRUCTED BOX CARS

Number
of Cars

Serial Numbers

11	21000 to and including 21010
1	21012
7	21014 to and including 21020
5	21022 to and including 21026
3	21028 to and including 21030
7	21032 to and including 21038
1	21040
19	21042 to and including 21060
20	21062 to and including 21081
7	21083 to and including 21089
9	21091 to and including 21099
1	21039

91 remaining