

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON  
55 EAST MONROE STREET  
CHICAGO, ILLINOIS 60603

LOS ANGELES OFFICE  
2029 CENTURY PARK EAST  
LOS ANGELES, CALIF. 90067  
AREA CODE 213 277-7200

AREA CODE 312 346-8000  
CABLE ADDRESS: INTERLEX

WASHINGTON, D.C. OFFICE  
1111 19TH STREET, N.W.  
WASHINGTON, D.C. 20036  
AREA CODE 202 463-2400

NEW YORK OFFICE  
757 THIRD AVENUE  
NEW YORK, NEW YORK 10017  
AREA CODE 212 715-9000

WRITERS DIRECT DIAL (312) 269-8886

SAN FRANCISCO OFFICE  
ONE POST STREET  
SAN FRANCISCO, CALIF. 94104  
AREA CODE 415 397-2823

May 29, 1987

7-159A043

**CERTIFIED MAIL  
RETURN RECEIPT REQUESTED**

Secretary  
Interstate Commerce Commission  
Washington, DC 20423

No.           
~~DATE~~ JUN 8 1987  
Fee \$ 10.00  
ICC ~~Washington, D.C.~~

Re: Recordation Number: 7455

RECORDATION NO. 7455-5  
JUN 8 1987 - 1 20 PM  
INTERSTATE COMMERCE COMMISSION  
FILED 1429

Dear Secretary:

I have enclosed an original and three copies 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 and Release, a secondary document, dated March 13, 1987.

The primary document to which this is connected is recorded under Recordation No. 7455.

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

Seller (Releasing Party): Cititrust, successor in interest to CFSC Leasing Corporation  
945 Main Street  
Bridgeport, Connecticut  
06604

Buyer: General Electric Railcar Services Corporation  
33 W. Monroe Street  
Chicago, Illinois 60603.

ICC OFFICE OF THE SECRETARY  
JUN 8 1 22 PM '87  
MOTOR VEHICLE UNIT

Secretary, Interstate  
Commerce Commission

May 29, 1987  
Page Two

A description of the equipment covered by the document is listed on the attached schedule. However, the document is intended to cover all equipment covered by the primary document.

A fee of \$10.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

Richard Demarest Yant  
Seyfarth, Shaw, Fairweather & Geraldson  
55 East Monroe Street, Suite 4200  
Chicago, Illinois 60603

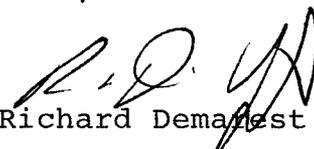
A short summary of the document to appear in the index follows:

Bill of Sale and Release dated March 13, 1987 from Cititrust, successor in interest to CFSC Leasing Corporation, to General Electric Railcar Services Corporation conveying its interest in the railroad rolling stock described therein and all interest of Seller in documents recorded under Recordation Nos. 7455 and 7456.

Very truly yours,

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

By

  
Richard Demarest Yant

RDY/pp  
Enclosure

cc: Winston I. Lowe  
Robert J. Hoelscher

Interstate Commerce Commission  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

6-8-87

Mr. Richard Demarest Yant  
Seyfarth, Shaw, Fairweather & Geraldson  
55 East Monroe Street, Ste 4200  
Chicago, Illinois 60603

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 6-8-87 at 1:20PM, and assigned re-  
recording number(s). 7455-C, D, E, F, G and H

Sincerely yours,

*Norita R. McGee*  
Secretary

Enclosure(s)

SE-30  
(7/79)

JUN 8 1987 -1 20 PM

BILL OF SALE AND RELEASE  
INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS that Citytrust, organized under the laws of Connecticut and successor in interest to CFSC Leasing Corporation (the "Seller"), for good and valuable consideration received by it, and in satisfaction of its obligations to First Security Bank of Utah, N.A. as agent under a Finance Agreement dated as of July 1, 1974 under the following documents recorded with the Interstate Commerce Commission at the filing numbers and on the dates set forth below:

1. Conditional Sale Agreement dated as of March 1, 1974 and recorded on March 29, 1974 at No. 7455
2. Lease of Railroad Equipment dated as of March 1, 1974 and recorded on March 29, 1974 at No. 7456
3. Agreement and Assignment dated as of March 1, 1974 and recorded on May 21, 1974 at No. 7455-A
4. Assignment of Lease and Agreement dated as of March 1, 1974 and recorded May 24, 1974 at No. 7456-A
5. Amendment Agreement dated as of November 1, 1974 and recorded January 31, 1975 at No. 7456-B
6. Amendment Agreement dated as of December 15, 1974 and recorded February 4, 1975 at No. 7455-B

does hereby grant, convey, bargain, sell, transfer, and deliver unto GENERAL ELECTRIC RAILCAR SERVICES CORPORATION (the "Buyer"), a Delaware corporation having a place of business in Chicago, Illinois, all of Seller's right, title, and interest whether absolute or contingent in and to the equipment described in Exhibit 1 hereto (the "Equipment") and intended to be all the remaining railcars involved in the documents set forth above.

TO HAVE AND TO HOLD the same unto the Buyer and its successors and assigns forever.

Seller is neither a manufacturer nor distributor of, nor dealer not merchant in, the Equipment. THIS TRANSFER IS WITHOUT WARRANTY AS TO FITNESS FOR USE AND IS WITHOUT ANY OTHER WARRANTY, INCLUDING THE WARRANTIES EXPRESSED OR IMPLIED OF FITNESS FOR ANY PARTICULAR PURPOSE OR MERCHANTABILITY; AND THE EQUIPMENT IS CONVEYED "AS IS, WHERE IS". By acceptance of the delivery of the Equipment, the Buyer (1) affirms that it has not relied on the Seller's skill or judgment to select or furnish such Equipment for any particular purpose and (2) acknowledges that the Buyer has either examined such

Equipment as fully as desired, or has been given the opportunity for such examination and has refused to make such examination.

Seller hereby releases and forever discharges and lien, security interest, or encumbrance which it now has or ever has had in, to, or upon the Equipment.

This instrument is binding upon Seller and its successors and assigns.

IN WITNESS WHEREOF, Seller has caused this instrument to be executed as of the 13<sup>th</sup> day of March, 1987.

CITYTRUST

By: *Russula Orzada*

Title: *Vice President*

Attest:

*Kevin M. Wolfe*  
Secretary

[Corporate Seal]

EXHIBIT 1

DESCRIPTION OF EQUIPMENT

Those 100-ton, 4750 cu. ft. capacity covered hopper cars  
bearing the following road numbers:

NAHX 053957  
NAHX 053959  
NAHX 053962  
NAHX 053963  
NAHX 053964  
NAHX 053965  
NAHX 053966  
NAHX 053967  
NAHX 053968  
NAHX 053969  
NAHX 053970  
NAHX 053971  
NAHX 053972

STATE OF CONNECTICUT :  
 : SS  
COUNTY OF FAIRFIELD :

On this 13<sup>th</sup> day of March 1987, before me, the undersigned officer, personally appeared Raiscilla O. LOZADA, a VICE president of Citytrust, successor to CFSC Leasing Corporation (the "Seller"), and who acknowledged that the execution of the foregoing Bill of Sale and Release is the free act and deed of the Seller for the purposes contained therein, that the said instrument may be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and seal.

Linda C Hamilton  
Linda C Hamilton  
Notary Public

My Commission Expires Mar. 31, 1990