

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

LOS ANGELES OFFICE
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LOS ANGELES, CALIF. 90067
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NEW YORK, NEW YORK 10017
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May 29, 1987

RECORDATION NO. 7496-H Filed 1425

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Secretary
Interstate Commerce Commission
Washington, DC 20423

JUN 8 1987 - 1 30 PM
No. 7-139A016

INTERSTATE COMMERCE COMMISSION

Date JUN 8 1987

Fee \$ 10.00

Re: Recordation Number: 7496

ICC Washington, D. C.

Dear Secretary:

I have enclosed four certified copies of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code. The original of this document has been sent for filing as a secondary document under Recordation No. 7495.

This document is a Nonrecourse Bill of Sale, a secondary document, dated March 30, 1987.

The primary document to which this is connected is recorded under Recordation No. 7496.

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

Seller: American Security Bank, N.A., formerly known as American Security and Trust Company
730 Fifteenth Street., N.W.
Washington, D.C. 20013

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

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.

JUN 8 1 30 PM '87
100 OF 100
THAT IS THE TOTAL

Secretary, Interstate
Commerce Commission

May 29, 1987
Page Two

A fee of \$10.00 is enclosed. Please return 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

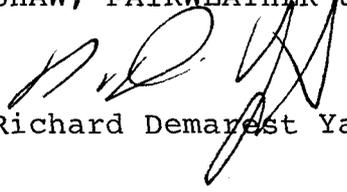
A short summary of the document to appear in the index follows:

Nonrecourse Bill of Sale dated March 30, 1987 from American Security Bank, N.A., formerly known as American Security and Trust Company, to General Electric Railcar Services Corporation conveying its interest in the railcar rolling stock described therein and all interest of Seller in documents recorded under Recordation Nos. 7495, 7496 and 7497.

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~~6-8-87~~ at ~~11:30 am~~ 11:30 pm and assigned re-
recording number (s) ~~11303-8287~~

1496-H

Sincerely yours,

Noreta R. McGehee
Secretary

Enclosure(s)

SE-30
(7/79)

Certified Copy

State of Illinois)
) SS
County of Cook)

RECORDATION NO. 7496-17 Filed 142b

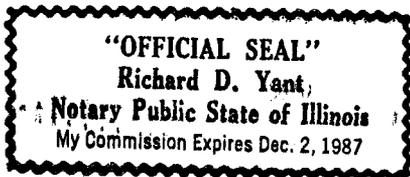
JUN 8 1987 -1 30 PM

INTERSTATE COMMERCE COMMISSION

I, Richard D. Yant, a notary public in and for the County and State aforesaid, certify that I have compared the attached copy with the original and have found the copy to be complete and identical in all respects to the original document.

Date: 5/29/87

[Seal]



[Handwritten Signature]
Signature of Notary Public

NONRECOURSE BILL OF SALE

FOR VALUE RECEIVED, including and in full and complete satisfaction of all obligations under the Documents (hereinafter defined), AMERICAN SECURITY BANK, ^{N.A.,} ~~XXXXXXXXXXXXXXXXXXXX~~ ^{national} banking corporation and successor of American Security and Trust Company, (the "Seller"), grants, bargains, sells, conveys, transfers, and delivers unto GENERAL ELECTRIC RAILCAR SERVICES CORPORATION (the "Buyer"), a Delaware corporation having a place of business in Chicago, Illinois, all the Seller's right, title, and interest in the railcars, goods, and chattels set forth on Schedule 1 attached hereto and made a part hereof (the "Equipment") and intended to be all railcars involved in the March 1, 1974 Transaction Agreements that are not subject to the Lease with the Chicago, Milwaukee, St. Paul and Pacific Railroad Company.

The Seller is not a manufacturer, distributor of, dealer in, or merchant in the Equipment. The Seller makes NO WARRANTY ABOUT THE EQUIPMENT, INCLUDING, WITHOUT LIMITATION, ANY WARRANTY OF TITLE, MERCHANTABILITY, OR FITNESS FOR A PARTICULAR PURPOSE. THERE ARE NO REPRESENTATIONS OR WARRANTIES, EXPRESS, IMPLIED OR STATUTORY. THE EQUIPMENT IS CONVEYED "AS IS, WHERE IS". By acceptance of delivery of the Equipment, the Buyer acknowledges that the buyer has either examined such Equipment as fully as desired or has been given the opportunity for such examination and has declined to make such examination.

The term "Documents" means all documents relating to the March 1, 1974 Transactions and reflecting the acquisition, financing, and leasing of the Equipment, including but not

limited to those documents listed on Schedule 2 hereto, and any associated trust agreement, finance agreement, and amendments thereto. The acceptance by the Buyer and First Security Bank, N.A., Agent, of this Nonrecourse Bill of Sale constitutes the discharge of all the obligations of the Seller, The First National Bank of Maryland, Citytrust Corp., successor to CFSC Leasing Corp., and any other beneficiary of the Seller's Trust Agreement, of all obligations under the Documents by and on behalf of First Security Bank of Utah, N.A., Meritor Savings Bank, New England Mutual Life Insurance Company, Home Life Insurance Co., their successor and assigns, and of all other obligations to the Buyer, First Security Bank, N.A., their principals, successors, affiliates, or assigns. ^{in respect of the} Equipment

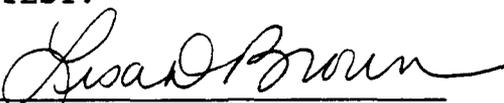
The Seller hereby releases and forever discharges any lien, security interest, or encumbrance which it now has or ever has had in, to, or upon the Equipment.

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

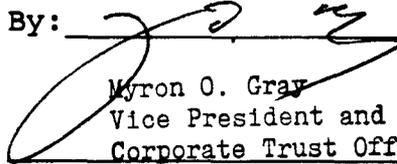
IN WITNESS WHEREOF, the Seller has caused a duly authorized officer of the Seller to execute this instrument this 30th day of March, 1987.

AMERICAN SECURITY BANK, N.A.
successor to American Security
and Trust Company, as Trustee
for The First National Bank
of Maryland and Citytrust Corp.,
successor to CFSC Leasing Corp.

ATTEST:



[Corporate Seal]

By: 

Myron O. Gray
Vice President and
Corporate Trust Officer

Name and Title (Please print)

Schedule 1 to Nonrecourse
 Bill of Sale for March 1, 1974
 Transaction Agreements

Car Number

NAD-X 046108
 NAD-X 046136
 NAD-X 046137
 NAD-X 046141
 NAD-X 046144
 NAD-X 046150
 NAD-X 046157
 NAD-X 046162
 NAD-X 046163
 NAD-X 046164
 NAD-X 046176
 NAD-X 046179
 NAD-X 046183
 NAD-X 046185
 NAD-X 046186
 NAD-X 046190
 NAD-X 046193
 NAD-X 046203
 NAD-X 046267
 NAD-X 046268
 NAD-X 046269
 NAD-X 046270
 NAD-X 046271
 NAD-X 046273
 NAD-X 046274
 NAD-X 046276
 NAD-X 046277
 NAD-X 046279
 NAD-X 046281
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 NAD-X 046285
 NAD-X 046287
 NAD-X 046288
 NAD-X 046289
 NAD-X 046290
 NAD-X 046291
 NAD-X 055400
 NAD-X 055401
 NAD-X 055403
 NAD-X 055407
 NAD-X 055409
 NAD-X 055418
 NAD-X 055427
 NAD-X 055434
 NAD-X 055435
 NAD-X 055438
 NAD-X 800250
 NAD-X 800251
 NAD-X 046172
 NAD-X 055414
 NAD-X 055432
 NAD-X 046187
 NAD-X 046192

Car Number

NAD-X 046201
 NAD-X 055437
 NAD-X 046165
 NAD-X 046166
 NAD-X 046167
 NAD-X 046168
 NAD-X 046272
 NAD-X 046215
 NAD-X 046245
 NAD-X 046246
 NAD-X 046247
 NAD-X 046248
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 NAD-X 046250
 NAD-X 046251
 NAD-X 046252
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 NAD-X 046258
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 NAD-X 046260
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 NAD-X 046262
 NAD-X 055410
 NAD-X 055433
 CC 800258
 NAD-X 046138
 NAD-X 046139
 NAD-X 046188
 NAD-X 046200
 NAD-X 046280
 NAD-X 046284
 NAD-X 800252
 NAD-X 046180
 NAD-X 055424
 NAD-X 046156
 NAD-X 046181
 NAD-X 046182
 NAD-X 046265
 NAD-X 055404
 NAD-X 055422
 NAD-X 800257
 NAD-X 046171
 NAD-X 046189
 NAD-X 046191
 NAD-X 055411
 NAD-X 055412
 NAD-X 055421
 NAD-X 055429

Car Number

NAD-X 046170
 NAD-X 046140
 NAD-X 046161
 NAD-X 046169
 NAD-X 046173
 NAD-X 046175
 NAD-X 046177
 NAD-X 046184
 NAD-X 046204
 NAD-X 046266
 NAD-X 046278
 NAD-X 046286
 NAD-X 046153
 NAD-X 046154
 NAD-X 046145
 NAD-X 046146
 NAD-X 046147
 NAD-X 046148
 NAD-X 046149
 NAD-X 046151
 NAD-X 046152
 NAD-X 046160
 NAD-X 800254
 NAD-X 046143
 NAD-X 046133
 NAD-X 046134
 NAD-X 046135
 NAD-X 046142
 NAD-X 046178
 NAD-X 055405
 NAD-X 046275
 NAD-X 046155
 NAD-X 046159
 NAD-X 800253
 NAD-X 800254
 NAD-X 800255

Schedule 2 to Nonrecourse Bill of Sale
for March 1, 1974 Transaction Agreements

Unless otherwise indicated, all documents are dated as of March 1, 1974; term "Pullman" means Pullman Incorporated (Pullman-Standard Division); the term "FNB" means The First National Bank of Maryland; the term "NACC" means North American Car Corporation; the term "FSB" means First Security Bank Of Utah, N.A., as agent for Meritor Savings Bank, Provident Mutual Life Insurance Company, Fidelity Mutual Life Insurance Company, The Life Insurance Company of Virginia, their predecessors, successors, and assigns; the term "CFSC" means Citytrust Corp., successor to CFSC Leasing Corp., the term "Trustee" shall mean American Security Bank,^{N.A.} successor to American Security and Trust Company and the term "ICC" means the United States Interstate Commerce Commission.

<u>Document Description</u>	<u>ICC Recording Data</u>
Conditional Sale Agreement between NACC and the Trustee, as trustee for CFSC and FNB	5/3/74 No. 7495
Agreement and Assignment between NACC and FSB as Agent	5/21/74 No. 7495-A
Amendment Agreement dated as of July 1, 1974 among the Trustee, as trustee of CFSC and FNB, NACC, and FSB, as Agent	7/25/74 No. 7495-B
Amendment Agreement dated as of December 15, 1974 among the Trustee, as trustee for CFSC and FNB, NACC, and FSB, as Agent	1/02/75 No. 7495-C
Amendment Agreement dated as of December 15, 1974 among the Trustee, as trustee for CFSC and FNB, NACC, FSB, as Agent	4/27/81 No. 7495-D
Conditional Sale Agreement among Pullman, the Trustee, as trustee for CFSC and FNB, and NACC	5/3/74 No. 7496

Agreement and Assignment between Pullman
and FSB, as Agent

5/21/74
No. 7496-A

Amendment Agreement dated as of December 15,
1974 among the Trustee, as trustee for CFSC
and FNB, Pullman, NACC, and FSB as Agent

1/02/75
No. 7496-B

Lease of Railroad Equipment between the
Trustee, as trustee for CFSC and FNB,
and NACC

5/3/74
No. 7497

Assignment of Lease and Agreement between
the Trustee, as trustee for CFSC and FNB
and FSB, as Agent

5/21/74
No. 7497-A

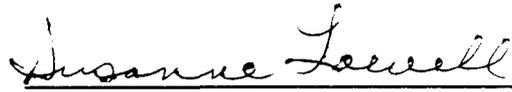
a:sch.003.

DISTRICT OF COLUMBIA:

ss:

On this 30th day of March , 1987, before me appeared
Myron Gray , who being duly sworn deposed and said
that he is Vice President

of American Security Bank/^{N.A.,} successor to
American Security and Trust Company (the "Bank"), that one of the
seal affixed to the foregoing Nonrecourse Bill of Sale is a
corporate seal of the Bank, that said document was signed and
sealed on behalf of the Bank by authority of its Board of
Directors, that the execution and sealing of the Nonrecourse Bill
of Sale was a free act and deed of the Bank, and that the
Nonrecourse Bill of Sale may be recorded as such.



Notary Public

My Commission Expires 12/14/91

[Notarial Seal]

a:bos.455.