

RECORDATION NO. 12326-1425
OCT 21 1980-10 10 AM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 12326-A No. 295A011
OCT 21 1980-10 10 AM Date.....
Fee \$100.00
INTERSTATE COMMERCE COMMISSION
ICC Washington, D. C.

U.S. Shelter Corporation

1000 Executive Center Drive • P. O. Box 6725 • Greenville, S.C. 29606 • Telephone (803) 297-0610

October 17, 1980

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

Attention: Ms. Mildred Lee
Room 2303

Re: Sale and Transfer of Two Railroad
Boxcars - Nos. NSL151454 and
NSL151455

RECEIVED
OCT 21 10 03 AM '80
I.C.C. BR.
FEE OPERATIONS

Gentlemen:

Harold and Minor Mickel Shaw, the owners of the two above-described railroad boxcars, are in the process of selling and transferring them to Heritage Apartments Limited Partnership, a South Carolina limited partnership in which Minor Mickel Shaw is a limited partner. In connection with this transaction, I am enclosing a Bill of Sale having been executed by Mr. and Mrs. Shaw evidencing the transfer of the railroad boxcars. I am also enclosing a Letter Agreement executed by Heritage Associates Limited Partnership and consented to by New England Merchants National Bank, the holder of the Secured Note and Security Agreement encumbering the two railroad boxcars, pursuant to which Heritage Associates Limited Partnership acknowledges and assumes the liability for payment of two-thirds of the outstanding balance due on the Secured Note. I am enclosing a check in the amount of \$100 to cover the filing fee for the Bill of Sale and the Letter Agreement. Mr. and Mrs. Shaw will retain title to a third boxcar and will continue to be responsible for one-third of the payments due on the Secured Note. Mr. and Mrs. Shaw will not be released from liability on the Secured Note.

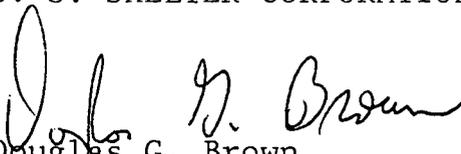
Should you have any further questions regarding this transaction please contact me. Otherwise, please return to

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Interstate Commerce Commission
October 17, 1980

me the enclosed copy of the Bill of Sale and Assumption Agreement having been stamped as filed with your office. Thank you for your cooperation.

Sincerely,

U. S. SHELTER CORPORATION


Douglas G. Brown
General Counsel

DGB:ac
Enclosure

Interstate Commerce Commission
Washington, D.C. 20423

11/3/80

OFFICE OF THE SECRETARY

Douglas G. Brown

General Counsel

U.S. Shelter Corporation

1000 Executive Center Drive

P.O. Box 6725 , Greenville, S.C. 29606

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 10/21/80 at 10:10am, and assigned re-
recording number 12326 & 12326-A.

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure (s)

SE-30
(7/79)

OCT 21 1980-10 10 AM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that Harold and Minor Mickel Shaw (Seller) for and in consideration of the sum of Eight Thousand Three Hundred and no/100 (\$8,300.00) Dollars, lawful money of the United States of America, to him paid by Heritage Associates Limited Partnership (Purchaser) the receipt whereof is hereby acknowledged, and other good and valuable consideration recited herein, has granted, bargained, sold and by these presents does grant, bargain, sell, convey and deliver unto the said Purchaser, its successors and assigns, all of the following goods, chattels and property, to-wit:

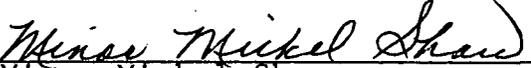
2 - Seventy ton 50' - 6" RIGID UNDERFRAME
SINGLE SHEAVED, AAR Mechanical Designation
Class XM Boxcars
Road Numbers NSL 151454 and NSL 151455

TO HAVE AND TO HOLD the said goods, chattels and property unto the said Purchaser, its successors and assigns, to and for its own use forever.

The Seller warrants to the Purchaser, its successors and assigns, that the title to the said goods, chattels and property hereby vested in the Purchaser, is free and clear from all liens and encumbrances of every kind except for that certain Security Agreement dated June 11, 1979 given by the Seller to National Railway Utilization Corporation securing payment of a Secured Note of the same date in the original principal sum of \$112,050, the current outstanding principal balance of which remains \$112,050, of which amount, \$74,693 is hereby assumed by the Purchaser, which Security Agreement was recorded with the Interstate Commerce Commission, being assigned Recordation Number 10481, File 1425, on June 11, 1979, and which Secured Note and Security Agreement were assigned to New England Merchants National Bank by a certain Note Purchase Agreement dated June 29, 1979 and recorded with the Interstate Commerce Commission, being assigned Recordation Number 10549, File 1425, on June 29, 1979; and that the Seller has full and lawful authority to grant, bargain, sell and convey as aforesaid and that he will, and will cause his successors and assigns to warrant and defend the said goods, chattels and property unto the Purchaser against the claims and demands of all persons whomsoever.

IN WITNESS WHEREOF, Seller have caused these presents to be executed as of the 3rd day of July, 1980.


Harold Shaw


Minor Mickel Shaw