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15739-E

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

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15739-D
AUG 11 1989 - 1 20 PM

INTERSTATE COMMERCE COMMISSION

August 11, 1989

9-223A009

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

15739-E
RECORDATION NO. FILED 1989

AUG 11 1989 - 1 20 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

Enclosed for recordation pursuant to provisions of 49 U.S.C. Section 11303(a) are two (2) copies each of 1) an Assignment of Leases dated April 1, 1989 and 2) a Bill of Sale dated April 1, 1989, secondary documents as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed documents relate to the Lease Agreement for Railroad Freight Cars dated as of April 13, 1987, which was recorded on July 25, 1988 under Recordation Number 15739.

The names and addresses of the parties to the enclosed documents are:

Assignor/Seller: Citicorp Leasing, Inc.
601 Midland Avenue
Rye, NY 10580

Assignee/Buyer: Citicorp Railmark, Inc.
c/o Citicorp North America, Inc.
601 Midland Avenue
Rye, NY 10580

The railroad equipment covered by the enclosed document is set forth in Schedule "A" attached hereto and made a part hereof and marked in red.

Also enclosed is a check in the amount of \$26 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

C.T. Kappler

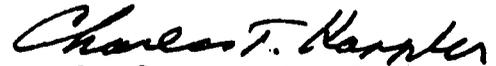
Ms. Noreta R. McGee
August 11, 1989
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Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary documents to appear in the Commission's Index is:

Assignment of Leases and Bill of Sale, each dated April 1, 1989 and between Citicorp Leasing, Inc. and Citicorp Railmark, Inc. covering railcars.

Very truly yours,


Charles T. Kappler

CTK/skh

Enclosures

BILL OF SALE

RECORDATION NO. 15732-F FILED 1438
AUG 11 1989 - 1 20 PM
INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS that Citicorp Leasing, Inc., a Delaware corporation (hereinafter called "Seller") in consideration of the sum of One Dollar and other good and valuable consideration, the receipt whereof is hereby acknowledged, in hand paid by Citicorp Railmark, Inc. (hereinafter called "Buyer"), does hereby GRANT, BARGAIN, SELL, CONVEY, TRANSFER AND DELIVER unto Buyer on an as-is, where-is basis, without warranties of any kind whatsoever (except for warranty of title as hereinafter provided), all of its right, title and interest in the following described equipment:

See Schedule A attached hereto.

Seller warrants that it has good title to such equipment and the right to convey the same, and that the title is free and clear of all liens, encumbrances, and rights of others, except for the rights of the various lessees thereof.

IN WITNESS WHEREOF Seller has caused these presents to be executed by its duly authorized officer, and its corporate seal to be as of the 1st day of April 1989.

CITICORP LEASING, INC..

By: James S. Archibald
Name: JAMES S. ARCHIBALD
Title: VICE PRESIDENT

A C K N O W L E D G E M E N T

STATE OF NEW YORK)
) SS.:
COUNTY OF WESTCHESTER)

BEFORE ME, on this day personally appeared James S. Archibald known to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same as the act and deed of the Seller for the purposes and consideration therein expressed.

WITNESS MY HAND AND SEAL THIS 25th day of April, 1989

Robert R. Goldberg
Notary Public

ROBERT R. GOLDBERG
Notary Public, State of New York
No. 4690571
Qualified in Westchester County
Commission Expires November 30, 1989

SCHEDULE "A"

<u>Lessee</u>	<u>Car Type/Mark</u>	<u>Lease Date</u>
Granite Rock	(40) Open Hoppers KGCX 1800-1806 KGCX 1808,1809 KGCX 1811,1814-1816 KGCX 1819,1821,1823 KGCX 1825,1826 KGCX 1828-1830,1832 KGCX 1834,1835,1837,1838 KGCX 1840-1845,1847,1849 KGCX 1852,1854,1855 KGCX 1857-1859	September 30, 1988
Granite/ Railtex	(20) Open Hoppers KGCX 1807,1810,1812,1813 KGCX 1817,1818,1820,1822 KGCX 1824,1827,1831,1833 KGCX 1836,1839,1846,1848 KGCX 1850,1851,1853,1856	September 30, 1988
Merchants	(81) Var. Cars JTHX 1002,1006,1007,1009, JTHX 1014,1015 CREX 344-352 WC 5901-5903 KJRY 222 KJRY 226 KJRY 4401-4405 CREX 701-710 CREX 950,952-955 CREX 960-965,967-969 CREX 1100-1109 CREX 908,911,912,914,944 CREX 974-976 CREX 971,972 CREX 1300-1312	October 15, 1989

Schedule A cont'd

<u>Lessee</u>	<u>Car Type/Mark</u>	<u>Lease Date</u>
CSX	(69) Open Hoppers D&H 9701-9719,9721-9726 D&H 9728-9732,9734-9754 D&H 9757,1958,9760-9775	October 14, 1988
CSX	(43) Open Hoppers C&O 14136,14141,14143,14149 C&O 14151,14152,14156,14163 C&O 14166,14174,14177,14179 C&O 14201,14205,14211,14215 C&O 14217,14219,14221,14223 C&O 14227,14231,14233,14235 C&O 14237,14241,14243,14249 C&O 14251,14255,14257,14259 C&O 14261,14263,14265,14267 C&O 14269,14271,14275,14281 C&O 14283,14287,14289	October 14, 1988
CSX	(39) Open Hoppers CSXT 291050-291074 CSXT 291075-291088	October 14, 1988