

9-223A025

**UPPER MERION and PLYMOUTH LEASING CO.**

875 N. Michigan Avenue • John Hancock Center • Suite 1400 • Chicago, IL 60611 (312) 915-2900

7 August 1989

16477  
REGISTRATION NO. \_\_\_\_\_ FILED 1989

AUG 11 1989 - 3 25 PM

INTERSTATE COMMERCE COMMISSION

REC'D  
AUG 11 3 20 PM '89

Ms. Rita McGee  
Interstate Commerce Commission  
Washington, DC 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of Sections 11303 of Title 49 of the United States code and the regulations thereunder are two originals of Bill of Sale dated July 31, 1989 as follows:

Bill of Sale between Birmingham Rail and Locomotive Company (Seller) and Upper Merion and Plymouth Leasing Co. (Buyer) for one (1) EMD SW9 1200 H.P. Locomotive.

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

Seller: Birmingham Rail and Locomotive Company  
5205 5th Ave.  
Lipscomb, AL 35020  
Attn: Carlisle Jones, Jr.

Purchaser: Upper Merion and Plymouth Leasing Co.  
875 North Michigan Avenue  
John Hancock Center - Suite 1400  
Chicago, IL 60611

The originals of the above documents after recordation should be returned to Mr. Robert Dwyer, Vice President - Sales, Rail Division, Northbrook Corporation, 875 North Michigan Ave., Suite 1400, Chicago, IL 60611. Enclosed is Upper Merion's check for \$13.00 to cover the recordation of the document.

I am an officer of Upper Merion and Plymouth Leasing Co. and have knowledge of the matters set forth herein.

Upper Merion and Plymouth Leasing Co.

By: Gerald L. Kilcoyne  
Gerald L. Kilcoyne

enclosure

Sent Via: Certified Mail (return receipt requested)

**Interstate Commerce Commission**  
Washington, D.C. 20423

8/15/89

OFFICE OF THE SECRETARY

Robert Dwyer VP  
RailSales-Division  
Northbrook Corporation  
875 North Michigan Avenue Suite 1400  
Chicago, Illinois 60611

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 8/11/89 at 3:25pm and assigned recordation number(s). 16477

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

16477

REGISTRATION NO \_\_\_\_\_ FILED 148

AUG 11 1989 -3 25 PM

INTERSTATE COMMERCE COMMISSION

Bill of Sale

KNOW ALL MEN BY THESE PRESENTS, that Birmingham Rail and Locomotive Company, a Delaware corporation, (here "Seller"), for and in consideration of the sum of One Dollar (\$1.00) lawful money of the United States of America and other good and valuable consideration paid by the Upper Merion and Plymouth Leasing Co. (herein "Buyer"), the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, assign, transfer and set over unto Buyer all right, title and interest in and to the following personal property (herein "Equipment") more specifically described as follows:

One (1) EMD SW9 1200 H.P Locomotive presently marked Perini 0002  
Motor Serial #67-L3-1001.

EXCEPT AS STATED HEREIN, SELLER DISCLAIMS ALL WARRANTIES, EXPRESS OR IMPLIED, INCLUDING, BUT NOT LIMITED TO, ANY WARRANTY OR MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE OF THE EQUIPMENT.

Seller hereby warrants to the Buyer, its successors and assignees, that, immediately prior to the delivery of this Bill of Sale, Seller had legal title to the Equipment and good and lawful right to sell the same, and

that title to the Equipment is hereby duly vested in Buyer free and clear of all liens, claims, encumbrances, taxes and rights of any other kind and nature whatsoever. Seller hereby covenants and agrees to reimburse, indemnify and hold harmless Buyer from and against any loss, expense, damages, or deficiencies arising from any and all claims, liens, encumbrances, taxes, and rights of others of any nature whatsoever assessed against such title forever.

IN WITNESS WHEREOF Seller has caused this Bill of Sale to be executed and delivered in its name this 31st day of July, 1989.

BIRMINGHAM RAIL AND LOCOMOTIVE COMPANY

By: Carlton Jones 8/1/89

Title: VP

RECEIPT

Buyer hereby acknowledges receipt of the Locomotive identified in the foregoing Bill of Sale this 31st day of July, 1989.

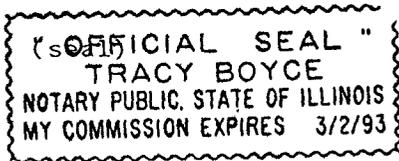
UPPER MERION AND PLYMOUTH LEASING CO.

By: Paul C. Drennon

Title: President

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK )

On this 31st day of July, 1989, before me personally appeared Earl L. Freeman, personally known, who, being by me duly sworn, said that he/she is an authorized officer of Upper Merion & Plymouth Leasing and that said instrument was signed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



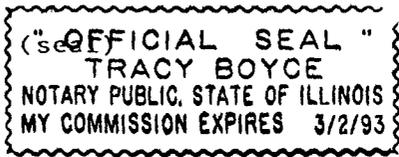
*Tracy Boyce*  
Notary Public

My commission expires:

3/2/93

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK )

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Tracy Boyce  
Notary Public

My commission expires:

3/2/93