

WHITMAN & RANSOM

522 FIFTH AVENUE
NEW YORK, N. Y. 10036

212-575-5800 RECORDATION NO. 8822-A Filed 1425

CABLE: WHITSOM, N. Y.
OR
BENGOSHI, N. Y. **AUG 11 1983 - 10 40 AM**

TELEX: 12-5109 (WU)
238436
TELECOPIER: 212-921-7654
STATE COMMERCE COMMISSION

100 FIELD POINT ROAD
GREENWICH, CONNECTICUT 06830
203-869-3800
170 OLD COUNTRY ROAD
MINEOLA, NEW YORK 11501
516-742-7626

1333 NEW HAMPSHIRE AVE., N.W.
WASHINGTON, D. C. 20036
202-785-1600

444 SOUTH FLOWER STREET
LOS ANGELES, CA 90071
213-485-1080

August 3, 1983

3-223A053

No. **AUG 11 1983**

Date

Fee \$ **10.00**

ICC Washington, D. C.

CERTIFIED MAIL

Ms. Agatha L. Margenovich,
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: Documents for Recordation

Dear Ms. Margenovich:

On behalf of First Security Bank of Utah, National Association, as Trustee, we enclose two counterparts of the following document for filing and recordation pursuant to Section 11303 of Title 49 of the U.S. Code:

Bill of Sale in Lieu of Foreclosure, a secondary document, dated as of April 5, 1983, between First Security State Bank, as Owner-Trustee, and First Security Bank of Utah, National Association, as Trustee.

The primary document to which this Bill of Sale is related is recorded under Recordation No. 8822-A.

We request that this document be cross-indexed under the names of First Security State Bank, First Security Bank of Utah, National Association, Itel Corporation and SSI Rail Corp.

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

1.) Owner-Trustee:

First Security State Bank
381 East Broadway
Salt Lake City, Utah 84111

AUG 11 1983
FEDERAL RECORDATION

WHITMAN & RANSOM

Ms. A. L. Margenovich

-2-

August 3, 1983

2.) Purchaser:

First Security Bank of Utah,
National Association
P.O. Box # 30007
79 South Main Street
Salt Lake City, Utah 84125

The equipment covered by the document hereby submitted for recordation consists of the following:

One hundred (100) 70 ton, 50'6"
Boxcars with 10' sliding doors and
10" end-of-car cushioning AAR
Mechanical Designation XM, bearing
Road Numbers AHW 301-400, both
inclusive.

Also enclosed is a check in the amount of \$10.00 payable to the Interstate Commerce Commission representing the fee for recording the Bill of Sale in Lieu of Foreclosure pursuant to 49 CFR 1177.3(2)(c).

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

Bill of Sale in Lieu of Foreclosure between First Security State Bank as Owner-Trustee, 381 East Broadway, Salt Lake City, Utah 84111, and First Security Bank of Utah, National Association, as Purchaser, P.O. Box # 30007, 79 South Main Street, Salt Lake City, Utah 84125, dated April 5, 1983 and covering 100 70 ton, 50'6" Boxcars with 10' sliding doors and 10" end-of-car cushioning AAR Mechanical Designation XM, bearing Road Numbers AHW 301-400, both inclusive, and related to an Equipment Trust Agreement dated March 15, 1977 with Recordation No. 8822-A.

Please return confirmation of filing to me at the

WHITMAN & RANSOM

Ms. A. L. Margenovich

-3-

August 3, 1983

above address. Thank you for your attention.

Very truly yours,


Joan Varnum
Legal Assistant

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

8/11/83

OFFICE OF THE SECRETARY

Joan Varnum
Whitman & Ransom
522 Fifth Avenue
New York, N.Y. 10036

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 **8/11/83** at **10:40am**, and assigned re-
recording number(s).

8822-H

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

BILL OF SALE IN LIEU OF FORECLOSURE

To Purchaser:

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION
P.O. Box 30007
79 South Main Street
Salt Lake City, Utah 84125

RECORDATION NO. *8822-4* Filed 1/23

AUG 11 1983 10 40 AM

INTERSTATE COMMERCE COMMISSION

First Security State Bank, not in its individual capacity but solely as Owner-Trustee (the "Owner-Trustee") under a Trust Agreement, dated as of March 15, 1977, with The Western Savings Fund Society of Philadelphia, for good and valuable consideration, including the assumption by Itel Corporation, under Section 365 of the Federal Bankruptcy Code, of a certain Lease of Railroad Equipment, dated as of April 1, 1976, between SSI Railroad Corp. and Birmingham Trust National Bank, as Trustee, the receipt of which consideration is hereby acknowledged, hereby sells, assigns and transfers, without recourse, warranty or representation, all of its right, title and interest in and to the equipment described in Schedule 1 hereto (the "Equipment") to you as Purchaser, your successors and assigns, to have and to hold each and every item of such right, title and interest in such Equipment forever. The Owner-Trustee also assigns and transfers, without recourse, warranty or representation, to the Purchaser all of the Owner-Trustee's rights, title and interest to the extent thereof with respect to any warranties by FMC Corporation, the manufacturer of the Equipment (the "Manufacturer"), with respect to the Equipment and any agreements of the Manufacturer to indemnify the Owner-Trustee against any losses.

The Owner-Trustee makes no warranty with respect to the Equipment, express or implied, written or oral, including any implied warranty or merchantability or fitness for any particular purpose.

This document shall be governed by the laws of the State of New York.

IN WITNESS WHEREOF, the Owner-Trustee has caused this instrument to be executed in its name by its duly authorized representative as of the 5th day of April, 1983.

FIRST SECURITY STATE BANK, as
Owner-Trustee

By: *Arthur B. Fisher*

STATE OF UTAH)
 : SS.:
COUNTY OF SALT LAKE)

On this 5 day of April, 1983 before me personally appeared Auchia B. Eichen, to me personally known, who being by me duly sworn, says that (s)he is an Authorized Officer of First Security State Bank, that the seal affixed to the foregoing instrument is the seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.



Todd D. Smith

Notary Public

My Commission expires 8/13/85

SCHEDULE 1

| <u>Lessee</u> | <u>Units of Trust Equipment</u> | <u>Road Numbers</u> | <u>Trust Equipment Description</u> |
|---|---------------------------------|---------------------|--|
| The Ahnapee and Western Railway Company | 100 | AHW 301-400 | 70 Ton 50' 6" Boxcars with 10' sliding doors and 10" end-of-car cushioning AAR Mechanical Designation XM |