

UPPER MERION and PLYMOUTH LEASING CO.

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

3 February 1989

9-038A109

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Ms. Rita McGee
Interstate Commerce Commission
Washington, DC 20423

RECORDATION NO. 16196

FEB 7 1989

Date 2/7/89

Fee \$ 13

ICC Washington, D.C.

Dear Madam:

INTERSTATE COMMERCE COMMISSION

Enclosed for recordation pursuant to the provisions of Section 11303 of Title 49 of the United States code and the regulations thereunder are two originals of Bill of Sale dated January 26, 1989 as follows:

Bill of Sale between Northbrook Corporation (Seller) and Upper Merion and Plymouth Leasing Co. (Purchaser) for forty-four (44) railroad cars.

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

Seller: Northbrook Corporation
875 North Michigan Avenue
John Hancock Center - Suite 1400
Chicago, IL 60611

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.

Sincerely yours,

Upper Merion and Plymouth Leasing Co.

By Dennis T. Hurst
Dennis T. Hurst

enclosure

SENT VIA: Certified Mail (return receipt requested)

FEB 7 2 53 PM '89
MOTOR OPERATING UNIT

16196

FEB 7 1969 - 3 44 PM
INTERSTATE COMMERCE COMMISSION

Bill of Sale

KNOW ALL MEN BY THESE PRESENTS, that Northbrook Corporation, Inc., a Delaware corporation, (herein "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 Leasing Company (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:

Forty-four used cars bearing reporting marks HCRC 1047 through HCRC 1049 inclusive, HCRC 1053, HCRC 1059, HCRC 1062 through HCRC 1100 inclusive.

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 assigns, 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

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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 26th day of January, 1989.

NORTHBROOK CORPORATION

BY: W. Doe

TITLE: Vice President

RECEIPT

Buyer hereby acknowledges receipt of the Cars identified in the foregoing Bill of Sale this 26th day of January, 1989.

UPPER MERION AND PLYMOUTH AND LEASING CO.

BY: Earl E. Druwe

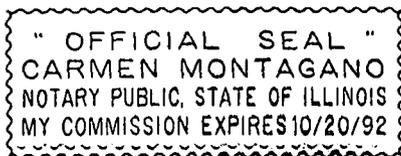
TITLE: President

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STATE OF Illinois)
)
COUNTY OF Cook)

On this 26th day of January, 19 89, before me personally appeared Mary Allen, personally known, who, being by me duly sworn, said that he/she is an authorized officer of Northbrook Corporation 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.

(seal)



Carmen Montagano

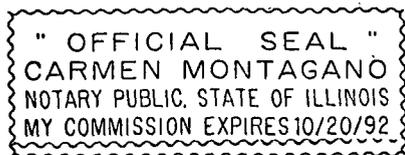
Notary Public

My commission expires:

STATE OF Illinois)
)
COUNTY OF Cook)

On this 26th day of January, 1989, before me personally appeared Earl Freeman, personally known, who, being by me duly sworn, said that he/she is an authorized officer of Upper Merion and Plymouth Leasing Co. 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.

(seal)



Carmen Montaganò

Notary Public

My commission expires:
