

1-007A012

LAW OFFICES

ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

150 NORTH MICHIGAN AVENUE
CHICAGO, ILLINOIS 60601-7567
312-558-1000

TWX NUMBER
910-221-1154

TELECOPIER
312-750-8600

529 FIFTH AVENUE
NEW YORK, NEW YORK 10017-4608
212-949-7075

580 HOWARD AVENUE
SOMERSET, NEW JERSEY 08873
201-563-2700

888 SIXTEENTH STREET, N W
WASHINGTON, D C 20006-4103
202-296-8600

January 2, 1991

Ms. Noretta R. McGee
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

17179
RECORDED IN _____ FILED IN _____

JAN 7 1991 - 9 15 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one original and three photostatic copies of a Bill of Sale dated December 26, 1985 from Marine Midland Leasing corporation to Mortimer B. Fuller, III.

Seller

Marine Midland Leasing Corporation
One Marine Midland Center
Floor 12
Buffalo, NY 14203

Buyer

Mortimer B. Fuller, III
71 Lewis Street
Greenwich, Connecticut 06850

A description of the railroad cars covered by the Bill of Sale is set forth in Schedule A attached thereto.

A check in the amount of \$15.00 payable to the order of the Interstate Commerce Commission is enclosed to cover the required recordation fee of this Bill of Sale document.

Kindly return the three stamped photostatic copies of the enclosed document to Kelley W. White, Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, IL 60601.

Ms. Noretta R. McGee
January 2, 1991
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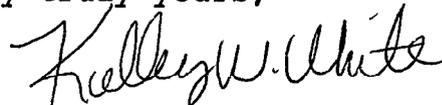
Following is a short summary of the enclosed document:

Primary Document.

A Bill of Sale from Marine Midland Leasing Corporation to Mortimer B. Fuller, III covering the twenty-five (25) used 100-ton covered hopper rail cars described in Schedule A attached thereto.

Please call me at the telephone number above in Chicago if you have any questions.

Very truly yours,



Kelley W. White

KWW/pm

cc: Robert W. Kleinman
Susan G. Lichtenfeld

17179

RECEIVED BY _____

JAN 7 1991 -9 15 AM

BILL OF SALE

INTERSTATE COMMISSION

December 26, 1985
Buffalo, New York

FOR VALUE RECEIVED, Marine Midland Leasing Corporation ("Marine") hereby sells and transfers all of Marine's right, title and interest in and to the covered hopper railcars described in Schedule A attached hereto and hereby made a part hereof to Mortimer B. Fuller, III ("Buyer").

Marine makes this sale to Buyer "as is, where is", WITHOUT ANY WARRANTY, EXPRESS OR IMPLIED, AS TO ANY MATTER WHATSOEVER, INCLUDING, WITHOUT LIMITATION, THE EXISTENCE OF THE PROPERTY, THE CONDITION OF THE PROPERTY, ITS MERCHANTABILITY, OR ITS FITNESS FOR GENERAL PURPOSES OR FOR ANY SPECIFIC PURPOSE.

MARINE MIDLAND LEASING CORPORATION

By:

Jack B. Fuller III

SCHEDULE A

Serial No.	Manufacturer
GWIX 52085	ACF
GWIX 52088	ACF
GWIX 52089	ACF
GWIX 52090	ACF
GWIX 52091	ACF
GWIX 52092	ACF
GWIX 52093	ACF
GWIX 52095	ACF
GWIX 52097	ACF
GWIX 52098	ACF
GWIX 52101	ACF
GWIX 52103	ACF
GWIX 52104	ACF
GWIX 52130	ACF
GWIX 52107	ACF
GWIX 52108	ACF
GWIX 52109	ACF
GWIX 52111	ACF
GWIX 52113	ACF
GWIX 52116	ACF
GWIX 52117	ACF
GWIX 52119	ACF
GWIX 52120	ACF
GWIX 52123	ACF
GWIX 52126	ACF

STATE OF NEW YORK)
COUNTY OF FRYE) SS:

On this 24TH day of December, 1990, before me personally came JACK B. KOLEBAS III, to me known, who, being by me duly sworn did depose and say that the above-named person resides in TOWN OF TWAUNA, that said person is ASST. VICE PRES. of Marine Midland Leasing Corporation, the corporation described in and which executed the foregoing instrument; and that the above-named person signed thereto by order of the Board of Directors of said corporation.

John D. Small
Notary Public

JOHN D. SMALL
Notary Public, State of New York
Commission Expires March 30, 1991