

County Part - Jul 1997

RECORDATION NO. 20746 FILED

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JUN 30 '97 11-12AM

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RECORDATION NO. 20746-A, B, C FILED
OF COUNSEL
IAN A. LESTER

JUN 30 '97 11-15AM

June 30, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

JUN 30 11 08 AM '97
RECEIVED
SURFACE TRANSPORTATION BOARD

Re: Staley Railcar Trust 1997-1

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Lease Agreement, dated as of June 30, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents and two (2) copies of each of the following secondary documents related thereto: (i) Trust Indenture and Security Agreement, dated as of June 30, 1997; (ii) Lease and Indenture Supplement No. 1, dated June 30, 1997; and (iii) Bill of Sale, dated as of June 30, 1997.

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

Lease Agreement and
Lease and Indenture Supplement No. 1

Lessor/Owner Trustee: First Security Bank, National Association
79 South Main Street
Salt Lake City, Utah 84111

Lessee: A. E. Staley Manufacturing Company
2200 East Eldorado Street
Decatur, Illinois 52525

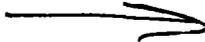
Mr. Vernon A. Williams
June 30, 1997
Page 2

Trust Indenture
and
Security Agreement

Owner Trustee: First Security Bank, National Association
79 South Main Street
Salt Lake City, Utah 84111

Indenture Trustee: Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890

C



Bill of Sale

Seller: First Security Bank, National Association
79 South Main Street
Salt Lake City, Utah 84111

Buyer/Owner Trustee: First Security Bank, National Association
79 South Main Street
Salt Lake City, Utah 84111

A description of the railroad equipment covered by the enclosed document is:

STLX covered hopper railcars and SSPX Power Flo railcars set forth on
Schedule 4 to the Lease and Indenture Supplement

Also enclosed is a check in the amount of \$96.00 payable to the order of the
Surface Transportation Board covering the required recordation fees.

Kindly return stamped copies of each of the enclosed documents to the
undersigned.

Very truly yours,

Robert W. Alvord

RECORDATION NO. *20746-C*

FILED

JUN 30 '97

11-15 AM

BILL OF SALE

FIRST SECURITY BANK, NATIONAL ASSOCIATION, a national banking association, as trustee under that certain Trust Agreement dated as of March 24, 1997 by and between First Security Bank, National Association, and A. E. Staley Manufacturing Company (the "Seller"), in consideration of good and valuable consideration to it paid, the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, transfer, convey and set over unto FIRST SECURITY BANK, NATIONAL ASSOCIATION, a national banking association, not in its individual capacity, but solely as Owner Trustee (the "Owner Trustee") under a Trust Agreement dated as of June 30, 1997 ("Fleet Trust Agreement"), as thereafter from time to time amended or supplemented, with Fleet Capital Corporation, its successors and assigns, all right, title and interest of the Seller in and to the items of equipment described on the attachment hereto (the "Items of Equipment"), including, without limitation, all warranties provided by any manufacturer of an Item of Equipment to be conveyed with such Item of Equipment to the Owner Trustee to the maximum extent permitted by such warranty and by law and to the extent so permitted such warranty shall be deemed conveyed and a part of the sale of the related Items of Equipment.

To have and to hold, all and singular, the Items of Equipment to the said Owner Trustee, its successors and assigns, for its and their own use and behoof forever.

The Seller hereby represents and warrants to the Owner Trustee, its successors and assigns, that on the date hereof, the Seller is the lawful owner of the Items of Equipment with good right and full power to sell the Items of Equipment and has full legal and beneficial title to the Items of Equipment, free and clear of all Liens; that there is hereby conveyed to the Owner Trustee on the date hereof, full legal and beneficial title to the Items of Equipment, free and clear of all Liens; and the Seller agrees that it will warrant and forever defend such title to the Items of Equipment against the claims and demands of all other Persons.

At any time and from time to time after the date hereof, the Seller shall execute and deliver or cause to be executed and delivered to the Owner Trustee such other instruments and take such other action, all as the Owner Trustee may reasonably request, in order to carry out the intent and purpose of this Bill of Sale.

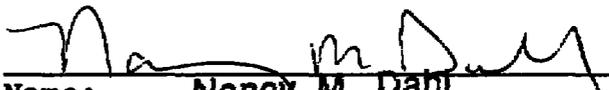
This Bill of Sale shall be governed by the internal laws of the State of Illinois without regard to principles of conflict of law.

Capitalized terms used herein and not otherwise defined have the respective meanings ascribed thereto in Appendix A to the Fleet Trust Agreement.

[signature page follows]

IN WITNESS WHEREOF, the Seller has caused this Bill of Sale to be duly executed and delivered as of the 30th day of June, 1997.

FIRST SECURITY BANK, NATIONAL ASSOCIATION, as trustee under the Trust Agreement dated March 24, 1997 with A. E. Staley Manufacturing Company

By: 
Name: Nancy M. Dahl
Title: Vice President

**Schedule 1
(To the Bill of Sale)**

Description of Items of Equipment

5161 Covered Hopper Railcars

STLX6000	STLX6034	STLX6068	STLX6102	STLX6136	STLX6170
STLX6001	STLX6035	STLX6069	STLX6103	STLX6137	STLX6171
STLX6002	STLX6036	STLX6070	STLX6104	STLX6138	STLX6172
STLX6003	STLX6037	STLX6071	STLX6105	STLX6139	STLX6173
STLX6004	STLX6038	STLX6072	STLX6106	STLX6140	STLX6174
STLX6005	STLX6039	STLX6073	STLX6107	STLX6141	STLX6175
STLX6006	STLX6040	STLX6074	STLX6108	STLX6142	STLX6176
STLX6007	STLX6041	STLX6075	STLX6109	STLX6143	STLX6177
STLX6008	STLX6042	STLX6076	STLX6110	STLX6144	STLX6178
STLX6009	STLX6043	STLX6077	STLX6111	STLX6145	STLX6179
STLX6010	STLX6044	STLX6078	STLX6112	STLX6146	STLX6180
STLX6011	STLX6045	STLX6079	STLX6113	STLX6147	STLX6181
STLX6012	STLX6046	STLX6080	STLX6114	STLX6148	STLX6182
STLX6013	STLX6047	STLX6081	STLX6115	STLX6149	STLX6183
STLX6014	STLX6048	STLX6082	STLX6116	STLX6150	STLX6184
STLX6015	STLX6049	STLX6083	STLX6117	STLX6151	STLX6185
STLX6016	STLX6050	STLX6084	STLX6118	STLX6152	STLX6186
STLX6017	STLX6051	STLX6085	STLX6119	STLX6153	STLX6187
STLX6018	STLX6052	STLX6086	STLX6120	STLX6154	STLX6188
STLX6019	STLX6053	STLX6087	STLX6121	STLX6155	STLX6189
STLX6020	STLX6054	STLX6088	STLX6122	STLX6156	STLX6190
STLX6021	STLX6055	STLX6089	STLX6123	STLX6157	STLX6191
STLX6022	STLX6056	STLX6090	STLX6124	STLX6158	STLX6192
STLX6023	STLX6057	STLX6091	STLX6125	STLX6159	STLX6193
STLX6024	STLX6058	STLX6092	STLX6126	STLX6160	STLX6194
STLX6025	STLX6059	STLX6093	STLX6127	STLX6161	STLX6195
STLX6026	STLX6060	STLX6094	STLX6128	STLX6162	STLX6196
STLX6027	STLX6061	STLX6095	STLX6129	STLX6163	STLX6197
STLX6028	STLX6062	STLX6096	STLX6130	STLX6164	STLX6198
STLX6029	STLX6063	STLX6097	STLX6131	STLX6165	STLX6199
STLX6030	STLX6064	STLX6098	STLX6132	STLX6166	
STLX6031	STLX6065	STLX6099	STLX6133	STLX6167	
STLX6032	STLX6066	STLX6100	STLX6134	STLX6168	
STLX6033	STLX6067	STLX6101	STLX6135	STLX6169	

Power Flo Railcars

SSPX1232	SSPX1257
SSPX1233	SSPX1258
SSPX1234	SSPX1259
SSPX1235	SSPX1260
SSPX1236	SSPX1261
SSPX1237	SSPX1262
SSPX1238	SSPX1263
SSPX1239	SSPX1264
SSPX1240	SSPX1265
SSPX1241	SSPX1266
SSPX1242	SSPX1267
SSPX1243	SSPX1268
SSPX1244	SSPX1269
SSPX1245	SSPX1270
SSPX1246	SSPX1271
SSPX1247	SSPX1272
SSPX1248	SSPX1273
SSPX1249	SSPX1274
SSPX1250	SSPX1275
SSPX1251	SSPX1276
SSPX1252	SSPX1277
SSPX1253	SSPX1278
SSPX1254	SSPX1279
SSPX1255	SSPX1280
SSPX1256	SSPX1281