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ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL  
URBAN A. LESTER

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*19144 - A, B, C*

DEC 29 1994

December 29, 1994

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies each of the following documents, all dated as of December 29, 1994: an Equipment Lease Agreement, a primary document, and Lease Supplements No. 1 and No. 2 and a Bill of Sale, being secondary documents related to the aforesaid primary document.

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

Equipment Lease Agreement  
Lease Supplement No. 1  
and Lease Supplement No. 2

Lessor: Norlease, Inc.  
50 South LaSalle Street  
Chicago, Illinois 60675

Lessee: Union Tank Car Company  
111 West Jackson Boulevard  
Chicago, Illinois 60604

*Counterparts - Alvord*

Mr. Vernon A. Williams  
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Bill of Sale

Seller: Union Tank Car Company  
111 West Jackson Boulevard  
Chicago, Illinois 60604

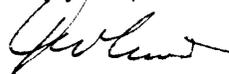
Buyer: Norlease, Inc.  
50 South LaSalle Street  
Chicago, Illinois 60675

A description of the railroad equipment covered by the enclosed documents is attached as Schedule I to Supplement No. 1 and Supplement No. 2.

Also enclosed is a check in the amount of \$84.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

OFFICE OF THE SECRETARY

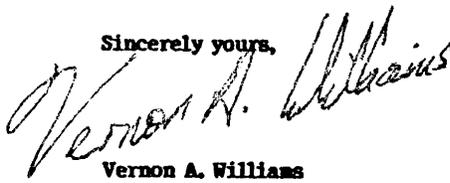
12/29/94

Robert W. Alvord  
Alvord And Alvord  
918 Sixteenth St., NW., Ste. 200  
Washington, DC. 20006-2973

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 12/29/94 at 3:30PM, and assigned recordation number(s) 19144, 19144-A, 19144-B and 19144-C.

Sincerely yours,

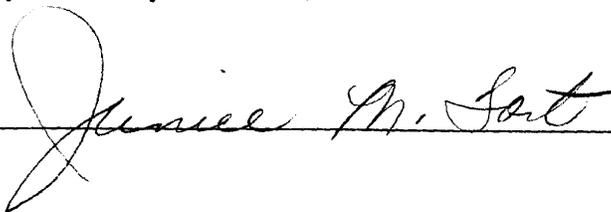


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 84.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



19144

DEC 29 1994

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS;

THAT UNION TANK CAR COMPANY (the "Seller"), with its principal place of business at 111 West Jackson Street, Chicago, Illinois 60604, is the owner of the full legal and beneficial title to the equipment listed on Exhibit A attached hereto (the "Equipment").

THAT for and in consideration of the sum of \$1.00 and other valuable consideration the Seller does this \_\_\_ day of December, 1994, grant, convey, transfer, bargain and sell, deliver and set over all of the Seller's right, title and interest in and to the Equipment unto NORLEASE, INC. (the "Buyer") and unto its successors and assigns forever.

THAT the Seller hereby warrants to the Buyer, its successors and assigns, that there is hereby conveyed to the Buyer on the date hereof good title to the Equipment free and clear of all liens, encumbrances and rights of others, and that it will warrant and defend such title forever against all claims and demands whatsoever.

THIS BILL OF SALE is delivered by the Seller to the Buyer in Chicago, Illinois, and shall be governed by and construed in accordance with the laws of the State of Illinois, excluding the conflict of laws rules thereof.

IN WITNESS WHEREOF, the Seller has caused this instrument to be executed as of this 29 day of December, 1994.

UNION TANK CAR COMPANY

By: *Mark J. Smith*  
Its: VP



EXHIBIT A

SALE ASSETS

The Units are comprised of the following:

- (A) two (2) used boxcars, each with specifications of 70-tons, Plate C, 12-foot Single Plug-door, 15-inch cushion, 50K nailable steel floors, and each manufactured in 1979 and bearing car numbers as follows:

WCTR 101923

WCTR 101975

- (B) nineteen (19) used boxcars, each with specifications of 70-tons, Plate B, 16-foot double-sliding doors, 15-inch end-of-car cushion, 50K nailable steel floors, and each manufactured in 1977 and bearing car numbers as follows:

WCTR 101594	WCTR 101731
WCTR 101650	WCTR 101734
WCTR 101652	WCTR 101737
WCTR 101657	WCTR 101743
WCTR 101701	WCTR 101744
WCTR 101707	WCTR 101759
WCTR 101712	WCTR 101761
WCTR 101715	WCTR 101782
WCTR 101718	WCTR 101784
WCTR 101720	