

# Taylor, Morell & Gitomer

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February 4, 1994

RECORDATION NO. 9347F FILED 1425

FEB - 4 1994 - 1 35 PM

INTERSTATE COMMERCE COMMISSION  
0100105041

Direct Dial: (202) 466-6532

Honorable Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

Dear Secretary Strickland:

I have enclosed an original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The document is a Bill of Sale and Lease Termination, dated as of January 26, 1994, a secondary document. The primary document to which this document is connected is recorded under Recordation No. 9347. We request that the Bill of Sale and Lease Termination be recorded under Recordation No. 9347-F.

The names and addresses of the parties to the Bill of Sale and Lease Termination are:

Seller:

State Street Bank and Trust Company, as successor trustee to  
The Connecticut Bank and Trust Company  
750 Main Street, Suite 114  
Hartford, CT 06103

Purchaser:

Illinois Central Railroad Company  
455 North Cityfront Plaza Drive  
Chicago, IL 60611-5504

A description of the equipment covered by the Bill of Sale and Lease Termination consists of 96 70-ton 50'6" boxcars numbered ICG 562332, 562338, 562355, 562360, 562391, 562418, 562423, 562428, 562429, 562440, 562478, 562497, 562526, 562530, 562567, 562587, 562595, 562613, 562624, 562660, 562680, 562681, 562701, 562711, 562798, 562801, 562808, 562809, 562811, 562830, 562852, 562857, 562867, 562870, 562882, 568403, 568419, 568432, 568455, 568484, 568487, 568488, 568501, 568508, 568524, 568547,

*Counterpart - J with McComick*

Honorable Sidney L. Strickland, Jr.  
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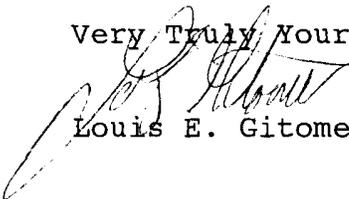
568560, 568565, 568571, 568573, 568577, 568580, 568586, 568595,  
568596, 568597, 568611, 568625, 568683, 568736, 568742, 568745,  
568752, 568755, 568782, 568798, 568854, 592703, 592718, 592720,  
592726, 592730, 592732, 592734, 592756, 592759, 592762, 592776,  
592783, 592802, 592808, 592821, 592844, 592853, 592857, 592859,  
592879, 592887, 592912, 592922, 592926, 592929, 592983, 592984,  
592994, and 592995.

A fee of \$18.00 is enclosed. Please return the original to:

Louis E. Gitomer  
Taylor, Morell & Gitomer  
Suite 210  
919 18th Street, N.W.  
Washington, DC 20006

A short summary of the document to appear in the index follows: a Bill of Sale and Lease Termination between State Street Bank and Trust Company, as successor trustee to The Connecticut Bank and Trust Company, 750 Main Street, Suite 114, Hartford, CT 06103, and Illinois Central Railroad Company, 455 North Cityfront Plaza Drive, Chicago, IL 60611-5504, covering 96 70-ton 50'6" boxcars numbered ICG 562332, 562338, 562355, 562360, 562391, 562418, 562423, 562428, 562429, 562440, 562478, 562497, 562526, 562530, 562567, 562587, 562595, 562613, 562624, 562660, 562680, 562681, 562701, 562711, 562798, 562801, 562308, 562809, 562811, 562830, 562852, 562857, 562867, 562870, 562382, 568403, 568419, 568432, 568455, 568484, 568487, 568488, 568501, 568508, 568524, 568547, 568560, 568565, 568571, 568573, 568577, 568580, 568586, 568595, 568596, 568597, 568611, 568625, 568683, 568736, 568742, 568745, 568752, 568755, 568782, 568798, 568854, 592703, 592718, 592720, 592726, 592730, 592732, 592734, 592756, 592759, 592762, 592776, 592783, 592802, 592808, 592821, 592844, 592853, 592857, 592859, 592879, 592887, 592912, 592922, 592926, 592929, 592983, 592984, 592994, and 592995.

Very Truly Yours,



Louis E. Gitomer

Enclosure

FEB - 4 1994 - 1 35 PM

**BILL OF SALE AND LEASE TERMINATION INTERSTATE COMMERCE COMMISSION**

KNOW ALL MEN BY THESE PRESENTS, that State Street Bank and Trust Company, as successor trustee to The Connecticut Bank and Trust Company, not in its individual capacity, but solely as trustee under a Trust Agreement dated as of March 1, 1978 with ITT Commercial Finance Corp., f/k/a ITT Industrial Credit Company ("Seller"), for good and valuable consideration paid to it by Illinois Central Railroad Company, a Delaware corporation ("Purchaser"), does hereby grant, bargain, sell, convey, transfer, assign and set over unto Purchaser, its successors and assigns, all of its right, title and interest in and to 96 70-ton 50-foot 6-inch Boxcars as more fully described on Schedule 1 attached hereto (the "Equipment").

TO HAVE AND TO HOLD all and singular the Equipment by these presents bargained, sold and conveyed unto Purchaser, its successors and assigns, forever.

Seller hereby represents and warrants to Purchaser that Seller has good and marketable title to the Equipment, that the Equipment is free and clear of all liens, claims, charges, security interests, encumbrances and rights of third parties of any type or description arising by or through Seller or its affiliates and that Seller has full right, power and authority to sell the Equipment and to make this Bill of Sale. Seller further agrees that it will defend such title to such Equipment against the demands of all persons whomsoever (other than those claiming by, through or under Purchaser).

Seller hereby assigns to Purchaser any warranties with respect to the Equipment made by the manufacturer thereof and others which are assignable by Seller.

In connection with the purchase and sale of the Equipment, Seller and Purchaser agree that the Equipment Lease between Seller and Purchaser dated March 1, 1978 is hereby terminated without further notice or acknowledgement.

IN WITNESS WHEREOF, the undersigned pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officer thereunto duly authorized, all as of the date written below, and the undersigned signatory hereby declares that the foregoing is a true and correct document and was executed on the date indicated below its signature.

STATE STREET BANK AND TRUST COMPANY,  
not in its individual capacity, but solely as trustee  
under a Trust Agreement dated March 1, 1978 with  
ITT Commercial Finance Corp, f/k/a ITT Industrial  
Credit Company

By: Steven FriedmanTitle: ASSISTANT SECRETARY

Acknowledged, received and  
agreed to this 26th day of  
January, 1994.

Illinois Central Railroad Company

By: ATKmanIts: Treasurer

SCHEDULE 1

96 70-ton 50-foot 6-inch Boxcars identified by the following road numbers:

ICG	582332	ICG	588432	ICG	592808
	582338		588455		592821
	582355		588484		592844
	582360		588487		592853
	582391		588488		592857
	582418		588501		592859
	582429		588508		592879
	582423		588547		592887
	582428		588560		592812
	582440		588565		592922
	582478		588571		592926
	582497		588573		592928
	582526		588577		592963
	582530		588580		592984
	582567		588588		592984
	582587		588595		592985
	582595		588596		568524
	582613		588597		
	582624		588611		
	582660		588625		
	582680		588683		
	582681		588736		
	582701		588742		
	582711		568745		
	582798		588752		
	582801		588755		
	582808		588782		
	582809		588798		
	582811		588854		
	582830		592703		
	582852		592718		
	582857		592720		
	582867		592726		
	582870		592730		
	582882		592732		
	588403		592734		
	588419		592756		
			592759		
			592762		
			592776		
			592783		
			592802		

**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

No. 5193

State of CONNECTICUT

County of HARTFORD

On 01/14/94 before me, ALISON DELLA BELLA  
DATE NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"

personally appeared STEVEN FREEDMAN  
NAME(S) OF SIGNER(S)

personally known to me - OR -  proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

**ALISON DELLA BELLA**  
NOTARY PUBLIC  
MY COMMISSION EXPIRES JULY 31, 1998

  
SIGNATURE OF NOTARY

**OPTIONAL SECTION**  
**CAPACITY CLAIMED BY SIGNER**

Though statute does not require the Notary to fill in the data below, doing so may prove invaluable to persons relying on the document.

- INDIVIDUAL
- CORPORATE OFFICER(S)
- TITLE(S) \_\_\_\_\_
- PARTNER(S)  LIMITED  GENERAL
- ATTORNEY-IN-FACT
- TRUSTEE(S)
- GUARDIAN/CONSERVATOR
- OTHER: \_\_\_\_\_

**SIGNER IS REPRESENTING:**  
NAME OF PERSON(S) OR ENTITY(IES)

**OPTIONAL SECTION**

THIS CERTIFICATE MUST BE ATTACHED TO THE DOCUMENT DESCRIBED AT RIGHT:

TITLE OR TYPE OF DOCUMENT Bill of Sale & Lease Termination

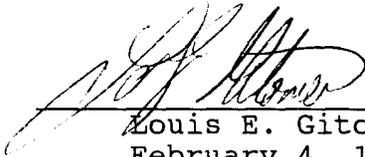
NUMBER OF PAGES 2 DATE OF DOCUMENT \_\_\_\_\_

Though the data requested here is not required by law, it could prevent fraudulent reattachment of this form.

SIGNER(S) OTHER THAN NAMED ABOVE \_\_\_\_\_

**CERTIFICATION**

I, LOUIS E. GITOMER, have compared this copy to the original Bill of Sale and Lease Termination, dated as of January 26, 1994, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



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Louis E. Gitomer  
February 4, 1994