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

SUSAN G. LICHTENFELD

February 4, 1993

RECORDATION NO. **18120** FILED 1425

FEB 5 1993 2:20 PM

Via Federal Express

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
12th Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for filing and recordation pursuant to the provisions of 48 U.S.C. Section 11303(a) are one original executed copy and three photostatic copies of a Bill of Sale, dated as of January 19, 1993, from Angela T. Breidenbach Trust DTD 8/4/77, Seller, to William D. Evans, Buyer, a primary document as defined in the Commission's Rules for the Recordation of Documents.

The name and address of the parties to the enclosed documents are:

Seller: Angela T. Breidenbach Trust DTD 8/4/77  
c/o Angela T. Breidenbach  
15 Madonna Court  
Belleville, IL 62220

Buyer: William D. Evans  
55 Ferncroft Road, Suite 110  
Danvers, MA 01923

A description of the railroad equipment covered by the enclosed document is set forth in Schedule 1 to the Bill of Sale.

Mr. Sidney L. Strickland, Jr.  
February 4, 1993  
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Also enclosed is a check in the amount of \$16.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return the stamped original and two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Susan G. Lichtenfeld at Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Primary Document to be Recorded

Bill of Sale dated as of January 19, 1993 from Angela T. Breidenbach Trust DTD 8/4/77, Seller, to William D. Evans, Buyer, covering the railcars listed therein.

Very truly yours,

  
Susan G. Lichtenfeld

SGL:ed  
w/encl.

cc: William D. Evans  
Robert W. Kleinman

FEB 5 1993 2:20 PM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

KNOW ALL PERSONS BY THESE PRESENTS THAT, in Danvers, Massachusetts, in consideration of the payment of \$10 (ten dollars) and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged Angela T. Breidenbach Trust DTD 8/4/77 ("Seller") does hereby grant, bargain, sell, convey, transfer and deliver to William D. Evans ("Purchaser"), its successors and assigns forever, all right, title and interest of Seller in and to the railcar identified on Schedule 1 hereto ("the Cars"), together with all additions, parts, fittings, appurtenances, equipment, accessories, attachments, fixtures, and accessions installed thereon or attached thereto, and all records, files, drawings and specifications pertaining thereto, **TO HAVE AND TO HOLD** the same unto Purchaser, its successors and assigns forever.

Seller does hereby assign, grant, bargain, sell, convey, transfer and deliver to Purchaser, its successors and assigns forever, all right, title interest, powers and privileges of Seller in and to such warranties, claims, causes of action, rights of indemnity and other rights, if any, as currently exist or will exist against third parties with respect to the Cars, to the extent that such rights are assignable.

Seller represents and warrants to Purchaser as follows:

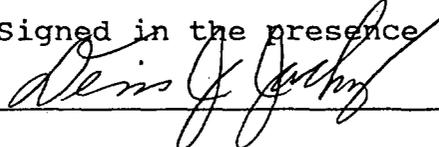
Seller has good, valid and marketable title to the Cars free and clear of all liens, pledges, security interests, charges, encumbrances or other defects of title of any nature whatsoever, except that the Cars are subject to the Leases (as defined in the purchase agreement between Seller and Purchaser dated as of December 31, 1992) and there is no contract or restriction which prevents Seller from conveying or transferring to Purchaser unencumbered title to the Cars, subject to the Leases, or giving possession of the Cars, subject to the Leases, to Purchaser or assigning the Leases (as and to the extent the Leases relates to the Cars) to Purchaser.

IN WITNESS WHEREOF, Seller has executed this instrument on this

19<sup>th</sup> day of January, 1993

  
Angela T. Breidenbach Trust  
-DTD 8/4/77  


Signed in the presence of:

  
\_\_\_\_\_

SCHEDULE 1

IDENTIFICATION OF CARS

<u>Reporting Mark</u>	<u>Description</u>
CNW182752	4650 cubic foot capacity, 100-ton steel covered hopper car
HS000400	4650 cubic foot capacity, 100-ton steel covered hopper car

STATE OF ILLINOIS )  
COUNTY OF ST. CLAIR ) ss:

On this 19<sup>th</sup> day of JANUARY, 1993 before me personally appeared **Angela T. Breidenbach**, personally known to me, (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to this Bill of Sale, and acknowledged that she executed it.

Mary E. David  
Notary Public

"OFFICIAL SEAL"  
Mary E. David  
Notary Public, State of Illinois  
My Commission Expires 2/19/95