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

SUSAN G. LICHTENFELD

February 4, 1993

Via Federal Express

RECORDATION NO. 18121 FILED 1425

FEB 5 1993 2:20 PM

INTERSTATE COMMERCE COMMISSION

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

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 December 22, 1992, from A.H. and Kathleen K. Hass, 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: A.H. and Kathleen K. Hass
6170 Camino del Rincon
San Diego, CA 92120

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.

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.

Mr. Sidney L. Strickland, Jr.
February 4, 1993
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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 December 22, 1992, from A.H. and Kathleen K. Hass, 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

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

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 A.H. and Kathleen K. Hass ("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 Car"), 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 Car, 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 Car free and clear of all liens, pledges, security interests, charges, encumbrances or other defects of title of any nature whatsoever, except that the Car is subject to the Lease (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 Car, subject to the Lease, or giving possession of the Car, subject to the Lease, to Purchaser or assigning the Lease (as and to the extent the Lease relates to the Car) to Purchaser.

IN WITNESS WHEREOF, Seller has executed this instrument on this
22nd day of December, 1992.

A. H. Hass
A. H. Hass

Kathleen K. Hass
Kathleen K. Hass

Signed in the presence of:

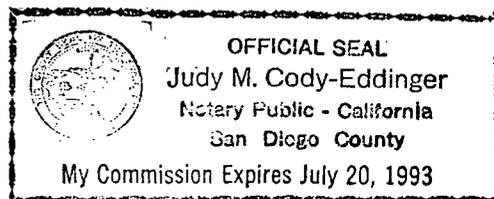
Frances Mercado

Frances F Mercado

STATE OF California)
COUNTY OF San Diego) ss:

On this 22nd day of December, 1992, before me personally appeared A.H. and Kathleen K. Hass, 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 he executed it.

Judy M. Cody-Eddinger
Notary Public



SCHEDULE 1

IDENTIFICATION OF CARS

Reporting Mark

Description

CNW460224

4650 cubic foot capacity, 100-ton steel covered hopper car