



NORTHBROOK CORPORATION

19 July 1990

0-204A008

16940

RECORDATION NO. _____ FILED 1425

JUL 23 1990 11 55 AM

INTERSTATE COMMERCE COMMISSION

Ms. Rita McGee
Interstate Commerce Commission
12th and Constitution Ave, NW
Washington, DC 20423

Dear Ms. McGee:

Please find enclosed for recordation two (2) originals of the Bill of Sale for the Purchase and Sale Agreement dated as of July 13, 1990 by and between *Seller* Atlanta Railcar Services, Inc. and Upper Merion and Plymouth Leasing Co. and a check in the amount of \$15.00 to cover the recordation fee. *Buyer*

The originals of the documents after recordation should be returned to Ms. Tracy Boyce, Contract Coordinator, Rail Division, Northbrook Corporation, 875 N. Michigan Ave., Suite 1400, Chicago, IL 60611.

Sincerely,

Tracy Boyce

Tracy A. Boyce
Contract Coordinator
Rail Division

enclosures

JUL 23 11 46 AM '90
EQUITY REPORTING UNIT

Interstate Commerce Commission
Washington, D.C. 20423

7/23/90

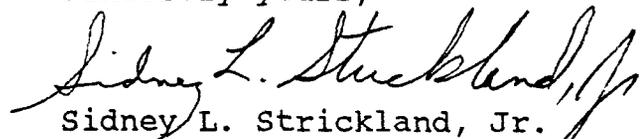
OFFICE OF THE SECRETARY

Tracy A. Boyce
Contract Coordinator
Rail Division
Northbrook Corp.
875 North Michigan Ave. Suite 1400
Chicago, IL. 60611

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 7/23/90 at 11:55am, and assigned recordation number(s). 16940

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDATION NO 16940
FILED 1925

JUL 20 1990 - 11 55 AM

INTERSTATE COMMERCE COMMISSION

Bill of Sale

KNOW ALL MEN BY THESE PRESENTS, that Atlanta Railcar Services, Inc., a Georgia corporation, (here "Seller"), for and in consideration of the sum of One Dollar (\$1.00) lawful money of the United States of America and other good and valuable consideration paid by the Upper Merion and Plymouth Leasing Co. (herein "Buyer"), the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, assign, transfer and set over unto Buyer all right, title and interest in and to the following personal property (herein "Inventory") more specifically described as follows:

Two (2) 1979/80 100 ton Berwick Built bathtub design gondolas equipped with rotary couplers bearing reporting marks UMP 99046 and UMP 99047. Cars have been rebuilt in 1990 by Atlanta Railcar.

EXCEPT AS STATED HEREIN, SELLER DISCLAIMS ALL WARRANTIES, EXPRESS OR IMPLIED, INCLUDING, BUT NOT LIMITED TO, ANY WARRANTY OR MERCHANTABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE OF THE EQUIPMENT.

Seller hereby warrants to the Buyer, its successors and assignees, that, immediately prior to the delivery of this Bill of Sale, Seller had good and lawful title to the Inventory and good and lawful right to sell the same, and that Inventory is hereby duly vested in Buyer free and clear of all liens, claims, encumbrances, taxes and rights of any other kind and

nature whatsoever. Seller hereby covenants and agrees to reimburse, indemnify and hold harmless Buyer from and against any loss, expense, damages, or deficiencies arising from any and all claims, liens, encumbrances, taxes, and rights of others of any nature whatsoever assessed against such title forever.

IN WITNESS WHEREOF Seller has caused this Bill of Sale to be executed and delivered in its name this 13th day of July, 1990.

ATLANTA RAILCAR SERVICES, INC.

By: Daltin J. Couch

Title: GENERAL MANAGER

RECEIPT

Buyer hereby acknowledges receipt of the Cars identified in the foregoing Bill of Sale this day of July, 1990.

UPPER MERION AND PLYMOUTH LEASING CO.

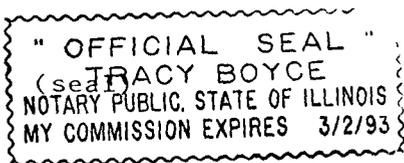
By: Gerald L. Kiloyne

Title: VICE PRESIDENT

STATE OF Illinois)

COUNTY OF Cook)

On this 13th day of July, 1990, before me personally appeared Gerald Kilcoyne, personally known, who, being by me duly sworn, said that he/she is an authorized officer of Upper Merion and Plymouth Leasing Co and that said instrument was signed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Tracy Boyce
Notary Public

My commission expires:

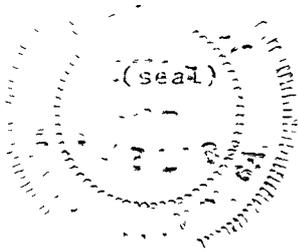
3/2/93

STATE OF Georgia)

)

COUNTY OF Gwinnett)

On this 13th day of July, 1990, before me personally appeared Walter J. Couch, personally known, who, being by me duly sworn, said that he/she is an authorized officer of Atlanta Railcar Services, Inc. and that said instrument was signed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Amy C. Hardy
Notary Public

My commission expires:

NOTARY PUBLIC, WALTON CO. GA
MY COMMISSION EXPIRES FEB 14, 1994
