

LAW OFFICES

ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

150 NORTH MICHIGAN AVENUE
CHICAGO, ILLINOIS 60601-7567
312-558-1000

TWX NUMBER
910-221-1154
TELECOPIER
312-750-8600

529 FIFTH AVENUE
NEW YORK, NEW YORK 10017-4608
212-949-7075
580 HOWARD AVENUE
SOMERSET, NEW JERSEY 08875-6739
201-563-2700
888 SIXTEENTH STREET, N.W.
WASHINGTON, D.C. 20006-4103
202-296-8600

SUSAN G. LICHTENFELD

December 5, 1990

0-340A033

15.00

17104
RECORDATION NO. FILED 1425

DEC 6 1990 -2 55 PM

INTERSTATE COMMERCE COMMISSION

MOTOR OPERATING UNIT
DEC 6 2 48 PM '90

VIA FEDERAL EXPRESS

Ms. Noreta R. McGee
Secretary
INTERSTATE COMMERCE COMMISSION
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one original executed copy and four photostatic copies of a Bill of Sale, dated as of December 4, 1990, 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: GE Capital VEF Commercial Corporation
c/o General Electric Capital Corporation
55 Federal Road
Danbury, CT 06810

Buyer: Citicorp Railmark, Inc.
601 Midland Avenue
Rye, NY 10580

A description of the railroad equipment covered by the enclosed document is set forth in Exhibit A hereto.

Also enclosed is a check in the amount of \$15.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return the stamped original and three stamped photostatic copies of the enclosed document and the stamped

Ms. Noretta R. McGee
December 5, 1990
Page 2

photostatic copy of this letter to Susan Lichtenfeld, Ross & Hardies, 150 N. Michigan Avenue, Chicago, Illinois 60601.

Following is a short summary of the enclosed documents:

Document to be Recorded

Bill of Sale dated as of December 4, 1990 from GE Capital VEF Commercial Corporation, Seller, to Citicorp Railmark, Inc., Buyer, covering 136 plastic pellet covered hopper railcar listed therein.

Very truly yours,


Susan G. Lichtenfeld

SGL:ssb

enc.

cc: Robert W. Kleinman

136 Plastic Pellet Covered
Hopper Cars

(All inclusive)

Group 1: Part 1: 68 Railcars
BWCX 1006-1065
BWCX 1067-1074

Part 2: 31 Railcars
BWXC 1120-1150

Group 2: 34 Railcars
BWCX 1159-1187
BWCX 1189-1192
BWCX 1194

Group 3: 3 Railcars
BWCX 1195-1197

EXHIBIT A

Interstate Commerce Commission
Washington, D.C. 20423

12/11/90

OFFICE OF THE SECRETARY

Susan G. Lichtenfeld

Ross & Hardies

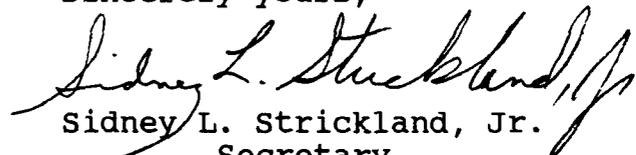
150 North Michigan Avenue

Chicago, Illinois 60601

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 12/6/90 at 2:55pm, and assigned recordation number(s). 17104

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

BILL OF SALE

17104
DEC 6 1990 -2 55 PM
INTERSTATE COMMERCE COMMISSION

For and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, GE CAPITAL VEF CORPORATION (the "Company") does hereby sell, assign, transfer and quit claim unto CITICORP RAILMARK, INC. ("Buyer"), and its successors and assigns, all of its right, title, and interest in and to the units of railroad rolling stock described in Exhibit A (the "Equipment").

The Company hereby warrants that it has good and marketable title to the Equipment and that the Company's title thereto is free from all liens and encumbrances created by Seller or by any person or entity claiming by, through or under Seller. Subject to the preceding sentence, the Company further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims. THE FOREGOING WARRANTY OF TITLE IS EXCLUSIVE AND IN LIEU OF ALL OTHER REPRESENTATIONS AND WARRANTIES OF THE COMPANY, WHETHER WRITTEN, ORAL OR IMPLIED, AND THE COMPANY SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HEREWITH, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT. The description of the Equipment set forth in Exhibit A hereto is for the sole purpose of identification and is not part of the basis of the bargain.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of the 4th day of December, 1990.

GE CAPITAL VEF COMMERCIAL CORPORATION

By: Thomas H. Mann
Thomas H. Mann

Its: President

EXHIBIT A TO
BILL OF SALE

136 Plastic Pellet Covered
Hopper Cars

(All inclusive)

Group 1: Part 1: 68 Railcars
BWCX 1006-1065
BWCX 1067-1074

Part 2: 31 Railcars
BWXC 1120-1150

Group 2: 34 Railcars
BWCX 1159-1187
BWCX 1189-1192
BWCX 1194

Group 3: 3 Railcars
BWCX 1195-1197

STATE OF CONNECTICUT)
) SS:
COUNTY OF FAIRFIELD)

On this 4th day of December, 1990, before me personally appeared THOMAS H. MANN, to me personally known, who, being by me duly sworn, says that he is the Vice President + General Manager of GE Capital VEF Commercial Corporation, and that the foregoing Bill of Sale was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged that the execution of the foregoing Bill of Sale was the free act and deed of said corporation.



Notary Public

JANET R. CAMP
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1991

[Notarial Seal]

My commission expires: