15

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

1-004A023

17166
RECORDATION NO. _____ FILED 1425

JAN 4 1991 -3 35 PM

INTERSTATE COMMERCE COMMISSION

JAN 4 3 23 PM '91
MOTOR OPERATING UNIT

January 3, 1991

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 31, 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: U.S. Railcar, Inc.
2333 Waukegan Road
Suite N200
Deerfield, IL 60015

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 Exhibits A, B and C 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

photostatic copy of this letter to Susan Lichtenfeld at 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 31, 1990 from U.S. Railcar, Inc., Seller, to Citicorp Railmark, Inc., Buyer, covering 252 gondola railcars listed therein.

Very truly yours,

Susan Lichtenfeld

Susan G. Lichtenfeld

SGL:ssb

enc.

cc: Robert W. Kleinman
Jeffrey B. Schamis

Interstate Commerce Commission

Washington, D.C. 20423

1/22/89

1/22/91

OFFICE OF THE SECRETARY

Susan G. Lichtenfeld

Ross & Hardies

150 North Michigan Avenue N.W.

Chicago, Illinois 60601-7567

Dear Sir:

The enclosed dcoument(s) was recorded pursuant to the provisions of Section 11303 of the Insterstate Commerce Act, 49 U.S.C. 11303, on 1/4/91 at 3:35pm, and assigned recordation number(s). 17166 & 14696-MM

Sincerely yours,

Sidney L. Strickland, Jr.

Sidney L. Strickland, Jr.
Secretary

17166

RECORDATION NO. _____ FILED AND

JAN 4 1991 -3 35 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

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, U. S. RAILCAR, INC. (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 Exhibits A, B and C hereto (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. 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 Exhibits A, B and C 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 31st day of December, 1990.

U. S. RAILCAR, INC.

By: Homer G. Jones

Name: Homer G. Jones

Its: President

EXHIBIT A TO
PURCHASE AND SALE AGREEMENT

194 70-ton Gondolas

PLE 17000	PLE 17055	PLE 17121	PLE 17179
PLE 17001	PLE 17056	PLE 17123	PLE 17180
PLE 17003	PLE 17059	PLE 17127	PLE 17188
PLE 17005	PLE 17061	PLE 17128	PLE 17189
PLE 17007	PLE 17062	PLE 17132	PLE 17193
PLE 17010	PLE 17064	PLE 17133	PLE 17195
PLE 17011	PLE 17065	PLE 17137	PLE 17196
PLE 17013	PLE 17068	PLE 17138	PLE 17200
PLE 17014	PLE 17072	PLE 17139	PLE 17201
PLE 17017	PLE 17077	PLE 17140	PLE 17203
PLE 17018	PLE 17078	PLE 17144	PLE 17205
PLE 17024	PLE 17079	PLE 17148	PLE 17206
PLE 17026	PLE 17080	PLE 17150	PLE 17212
PLE 17027	PLE 17083	PLE 17151	PLE 17218
PLE 17028	PLE 17086	PLE 17152	PLE 17219
PLE 17029	PLE 17089	PLE 17153	PLE 17223
PLE 17032	PLE 17091	PLE 17154	PLE 17228
PLE 17033	PLE 17093	PLE 17156	PLE 17233
PLE 17036	PLE 17098	PLE 17157	PLE 17236
PLE 17038	PLE 17099	PLE 17161	PLE 17237
PLE 17041	PLE 17101	PLE 17163	PLE 17239
PLE 17042	PLE 17103	PLE 17165	PLE 17240
PLE 17043	PLE 17105	PLE 17167	PLE 17242
PLE 17045	PLE 17107	PLE 17174	PLE 17243
PLE 17046	PLE 17109	PLE 17175	PLE 17246
PLE 17047	PLE 17112	PLE 17176	PLE 17248
PLE 17048	PLE 17116	PLE 17178	
PLE 17049	PLE 17118		
PLE 17004	PLE 17081	PLE 17159	PLE 17209
PLE 17009	PLE 17084	PLE 17160	PLE 17211
PLE 17015	PLE 17088	PLE 17162	PLE 17213
PLE 17019	PLE 17095	PLE 17172	PLE 17215
PLE 17022	PLE 17097	PLE 17177	PLE 17216
PLE 17031	PLE 17102	PLE 17184	PLE 17217
PLE 17034	PLE 17104	PLE 17187	PLE 17225
PLE 17039	PLE 17108	PLE 17190	PLE 17226

EXHIBIT A CONTINUED

PLE 17040
PLE 17044
PLE 17054
PLE 17060
PLE 17067
PLE 17069
PLE 17074
PLE 17076

PLE 17110
PLE 17111
PLE 17117
PLE 17124
PLE 17131
PLE 17141
PLE 17146
PLE 17149

PLE 17191
PLE 17192
PLE 17194
PLE 17197
PLE 17198
PLE 17202
PLE 17204
PLE 17208

PLE 17232
PLE 17234
PLE 17244
PLE 17245
PLE 17247
PLE 17249

PLE 17006
PLE 17008
PLE 17030
PLE 17037
PLE 17051
PLE 17052
PLE 17075
PLE 17082
PLE 17090
PLE 17096
PLE 17114
PLE 17115
PLE 17119
PLE 17122
PLE 17126
PLE 17158
PLE 17182
PLE 17183
PLE 17185
PLE 17220
PLE 17222
PLE 17229
PLE 17238

EXHIBIT B TO
PURCHASE AND SALE AGREEMENT

52 125-ton covered Gondolas

Original Car Marks	Current Car Marks
PLE 142002	CSXT 499283
PLE 42003	CSXT 499284
PLE 42012	CSXT 499286
PLE 142016	CSXT 499288
PLE 142017	CSXT 499289
PLE 42018	CSXT 499290
PLE 42021	CSXT 499291
PLE 42027	CSXT 499292
PLE 42013	CSXT 499294
PLE 142042	CSXT 499298
PLE 142060	CSXT 499301
PLE 42068	CSXT 499302
PLE 42069	CSXT 499303
PLE 42070	CSXT 499304
PLE 142077	CSXT 499305
PLE 42084	CSXT 499307
PLE 142152	CSXT 499317
PLE 142177	CSXT 499321
PLE 142234	CSXT 499332
PLE 142175	CSXT 499320
PLE 42099	CSXT 499311
PLE 142088	CSXT 499309
PLE 142150	CSXT 499316
PLE 142200	CSXT 499327
PLE 142197	CSXT 499326
PLE 142194	CSXT 499325
PLE 142041	CSXT 499297
PLE 142035	CSXT 499295
PLE 142141	CSXT 499315
PLE 142015	CSXT 499287
PLE 142207	CSXT 499328

EXHIBIT B CONTINUED

Original Car Marks	Current Car Marks
PLE 142126	CSXT 499313
PLE 142123	CSXT 499312
PLE 42008	CSXT 499285
PLE 142170	CSXT 499319
PLE 142080	CSXT 499306
PLE 142214	CSXT 499329
PLE 142087	CSXT 499308
PLE 142183	CSXT 499323
PLE 142092	CSXT 499310
PLE 142226	CSXT 499331
PLE 142001	CSXT 499282
PLE 42029	CSXT 499293
PLE 42037	CSXT 499296
PLE 142051	CSXT 499299
PLE 42057	CSXT 499300
PLE 142025	CSXT 499314
PLE 142165	CSXT 499318
PLE 142179	CSXT 499322
PLE 142192	CSXT 499324
PLE 142083	CSXT 499330
PLE 142243	CSXT 499333

EXHIBIT C TO
PURCHASE AND SALE AGREEMENT

6 100-ton Gondola Cars

P&PU 4000
P&PU 4001
P&PU 4002
P&PU 4003
P&PU 4004
P&PU 4005

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 31st day of December, 1990, before me personally appeared Homer G. Jones, to me personally known, who, being by me duly sworn, acknowledged before me that he is the President of U. S. Railcar, Inc., and that the foregoing Bill of Sale was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged before me that the execution of the foregoing Bill of Sale was the free act and deed of said corporation.

Donna M. Spiegl
Notary Public

[Notarial Seal]

"OFFICIAL SEAL"
DONNA M. SPIEGL
Notary Public, State of Illinois
My Commission Expires 3/31/94

My commission expires: