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ALVORD AND ALVORD

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* ALSO ADMITTED IN NEW YORK
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17269
3/29 1991 8:35 AM
17269/A
RECEIVED
MAR 29 1991 8:35 AM
INTERSTATE COMMERCE COMMISSION
C. BUILDINGS
GUARD DEBK
8:30 AM
9:27 AM
\$30
New No.

March 28, 1991

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

1-992A001

APR 9 9 34 PM '91
NOTICE

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) fully executed and acknowledged original copies of 1) a Full Warranty Bill of Sale dated March 27, 1991 and 2) a Memorandum of Lease dated March 27, 1991, primary documents as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed documents are

Seller/Lessee: J. R. Simplot Company
One Capital Center
999 Main Street, Suite 1300
Boise, Idaho 83707

Buyer/Lessor: U.S. Bancorp Leasing & Financial
111 S.W. Fifth Avenue, Suite 1000
Portland, Oregon 97204

A description of the railroad equipment covered by the enclosed documents is:

Fifty (50) new Gunderson 100 ton Single Sheath
Box Cars lettered and numbered JRSX 6100
through JRSX 6149, both inclusive.

Also enclosed is a check in the amount of \$30 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

C. T. Kappler
A. Alvord

Mr. Sidney L. Strickland, Jr.
March 28, 1991
Page Two

Kindly return stamped copies of the enclosed documents to the undersigned.

A short summary of the enclosed primary documents to appear in the Commission's Recordation Register is:

Full Warranty Bill of Sale and Memorandum of Lease, each dated March 27, 1991, between J.R. Simplot Company, Seller/Lessee, and U.S. Bancorp Leasing & Financial, Buyer/Lessor, covering 50 new 100 ton Single Sheath Box Cars, JRSX 6100 - JRSX 6149, both inclusive.

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

4/2/91

OFFICE OF THE SECRETARY

Charles T. Kappler

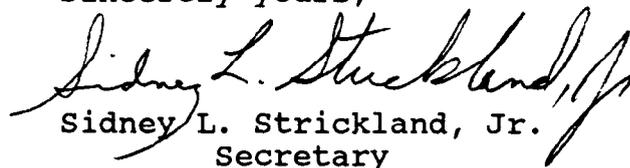
Alvord & Alvord

918 16th St N.W.
Washington, D.C. 20423

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 3/29/91 at 8:35am, and assigned recordation number(s). 17269 & 17269-A

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

FULL WARRANTY BILL OF SALE INTERSTATE COMMERCE COMMISSION

For value received, J. R. Simplot Company (Seller), does hereby sell and deliver to U. S. Bancorp Leasing & Financial, an Oregon corporation (Buyer), the railcars and personal property described on Exhibit A attached hereto and made a part hereof, together with all equipment or other property attached thereto.

Seller does hereby represent, warrant, and certify to Buyer that (1) Seller is the sole legal and beneficial owner of the above-described personal property, (2) Seller has the full right and power to sell the same, and (3) the above-described personal property is free and clear of any and all liens, security interests, encumbrances, lease rights, sublease rights, claims and demands of any kind whatsoever, and of all persons whomsoever. Seller further warrants and covenants to Buyer that on the date hereof good and marketable title to the above-described personal property shall vest absolutely in Buyer, free and clear of any and all liens, security interests, lease rights (except those running from Buyer to Seller), sublease rights, and encumbrances of any kind whatsoever, and that Seller will warrant and defend such title forever against all persons and all claims and demands whatsoever.

DATED: March 27, 1991

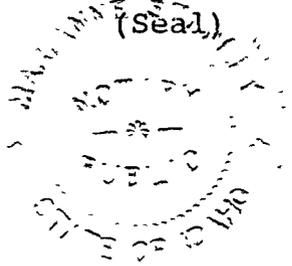
SELLER:

J. R. Simplot Company
One Capital Center
999 Main Street, Suite 1300
Boise, Idaho 83707

[Signature]
Name:
Title: Treasurer

STATE OF IDAHO)
COUNTY OF Ada) SS

On this 27 day of March, 1991, before me personally appeared James D. Crawford, to me personally known, who being by me duly sworn, says that (s)he is the Treasurer of J. R. Simplot Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Marianne Starley
Signature of Notary Public
My commission expires: 7/13/96