

ROSENMAN & COLIN

1300 19TH STREET, N.W., WASHINGTON, D.C. 20036

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NEW YORK OFFICE
575 MADISON AVENUE
NEW YORK, NY 10022-2585
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SAMUEL I. ROSENMAN (1896-1973);
RALPH F. COLIN (1900-1985)

February 13, 1992

RECORDATION NO. 7415-A FILED 1425

FEB 14 1992 - 11:10 AM

INTERSTATE COMMERCE COMMISSION

BY HAND

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Ms. Lee:

On behalf of Citicorp North America, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder for four (4) executed counterparts of a document, entitled Bill of Sale, executed as of February 11, 1992, which should be included as part of the filing recorded on February 27, 1974, at 10:15 a.m., recordation No. 7415 as the next available recordation number being 7415-___.

The Bill of Sale records the transfer of the units of railroad rolling stock for fifty six (56) railroad cars described in Exhibit A to the Bill of Sale.

A short summary of the document to appear in the ICC Index is as follows:

"Bill of Sale"

Enclosed is a check in the amount of sixteen dollars (\$16.00) in payment of the filing fee. Once the filing has been made, please return to bearer the stamped counterparts of the Bill of Sale not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this transmittal letter.

Sincerely yours,

Alice Coakley

Alice Coakley

Enclosure

Submitted to Davis Klobner

2-045A002

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Sincerely yours,

Alice Coakley
Alice Coakley

Enclosure

Interstate Commerce Commission
Washington, D.C. 20423

2/14/92

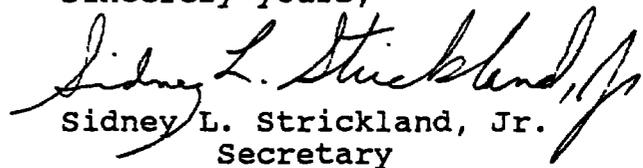
OFFICE OF THE SECRETARY

Alice Coakley
Rosenman & Colin
1300 19th St. N.W.
Washington, D.C. 20036

Dear Ms. Coakley:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/14/92 at 11:15am , and assigned recordation number(s). 7415-G

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

7415-8
FEB 14 1992

FEB 14 1992 - 11:22 AM

INTERSTATE COMMERCIAL TRANSPORTATION

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, CITICORP NORTH AMERICA (the "Company") does hereby sell, assign and transfer unto HELM FINANCIAL CORPORATION ("Buyer"), and its successors and assigns, the units of railroad rolling stock described in Exhibit A (the "Equipment").

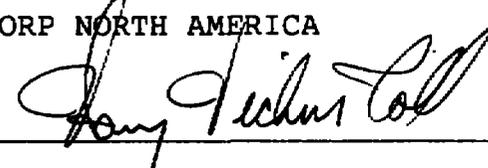
The Company hereby warrants that it has good and marketable title to the Equipment and that the Company's title thereto is free from all liens and encumbrances, other than liens or encumbrances created by Buyer or by persons claiming by, through or under Buyer. The Company will defend in the name of Buyer and will indemnify and save Buyer harmless from and against, any claim, act, suit, proceeding or demand made, taken or asserted against Buyer by any and every person, firm or corporation claiming any estate, right, title or interest in or to the Equipment or any item of Equipment by reason of any matter or thing arising prior to or existing on the date hereof with respect to such Equipment, other than liens or encumbrances created by Buyer or by persons claiming by, through or under Buyer. 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.

This Bill of Sale is being delivered in connection with the Purchase and Sale Agreement between the Company and Buyer dated as of December 31, 1991 (the "Agreement"). EXCEPT FOR THE WARRANTY OF TITLE SET FORTH IN THIS BILL OF SALE AND THE REPRESENTATIONS AND WARRANTIES OF THE COMPANY AS TO TITLE TO THE EQUIPMENT SET FORTH IN THE AGREEMENT, THE EQUIPMENT IS BEING SOLD TO BUYER BY THE COMPANY "AS-IS" "WHERE-IS", WITHOUT ANY OTHER REPRESENTATIONS AND WARRANTIES, 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 FOR A PARTICULAR PURPOSE, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of the 11 day of ~~January~~, 1992.

FEBRUARY 1992

CITICORP NORTH AMERICA

By: 

Its: VICE PRESIDENT

EXHIBIT A TO
BILL OF SALE

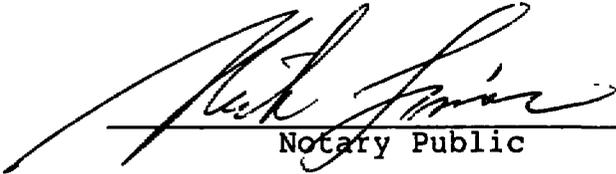
56 PRESSURE DIFFERENTIAL COVERED HOPPER CARS

CAR NUMBERS (BOTH INCLUSIVE)

CRIX 1566-1591
CRIX 1593-1622

STATE OF NEW YORK)
) SS:
COUNTY OF WESTCHESTER)

On this 11th day of ~~January~~ ^{FEBRUARY}, 1992, before me personally appeared HARRY VICKERS TOLL, to me personally known, who, being by me duly sworn, says that he is a VICE PRESIDENT of Citicorp North America, 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

[Notarial Seal]

RICK LINDER
NOTARY PUBLIC, STATE OF NEW YORK
NO. 4512348
QUALIFIED IN ORANGE COUNTY
COMMISSION EXPIRES SEPTEMBER 30, 1993

My commission expires: