

ROSENMAN & COLIN

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

TELEPHONE (202) 463-7177

TELECOPIER (202) 429-0046

NEW YORK OFFICE
575 MADISON AVENUE
NEW YORK, NY 10022-2585
TELEPHONE (212) 940-8800

SAMUEL I. ROSENMAN (18
RALPH F. COLIN (1900-19

February 24, 1992

RECORDATION NO 7415-H FILED 1425

FEB 24 1992 - 3 40 PM

INTERSTATE COMMERCE COMMISSION

2-055A100

FEB 24 5 38 PM '92

*Counterparts - Dave & Uddah
2-24-92*

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

Dear Ms. Lee:

On behalf of Helm Financial Corporation ("Helm"), I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, four (4) executed counterparts of the 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 title on fifty-six (56) railcars listed 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 \$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 the transmittal letter.

Sincerely yours,

Alice Coakley
Alice Coakley

Enclosures

Interstate Commerce Commission

Washington, D.C. 20423

2/24/92

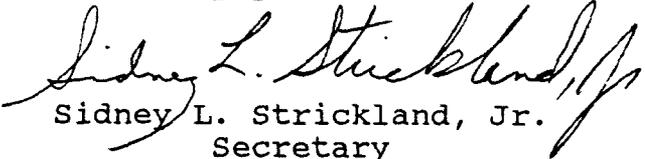
OFFICE OF THE SECRETARY

Alice Coakley
Roseman & Colin
1300 19th St., NW
Washington, DC 20036

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/24/92 at 3:40PM, and assigned recordation number(s). 7415- H

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

REGISTRATION NO. 97415-H FILED 1/23

FEB 24 1992 - 3 40 PM

CERTIFICATION

INTERSTATE COMMERCE COMMISSION

I, Debra A. Williams, a Notary Public in and for the District of Columbia, have compared the attached copy of the Bill of Sale dated February 11, 1992, with the original Bill of Sale dated February 11, 1992, and have found the copy to be complete and identical in all respects to the original.


Debra A. Williams

My Commission Expires: Nov. 30, 1997

Dated February 24, 1992

7415-A
RECORDED BY FEB 24 1992

FEB 24 1992 - 3 40 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, HELM FINANCIAL CORPORATION (the "Company") does hereby sell, assign and transfer unto NATIONAL WESTMINSTER BANK PLC, New York Branch ("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 February __, 1992 (the "Agreement"). EXCEPT FOR THE REPRESENTATIONS AND WARRANTIES OF THE COMPANY SET FORTH IN THE BILL OF SALE AND 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 11th day of February 1992.

reh

HELM FINANCIAL CORPORATION

By: *Robert C. Kincaid*
Its: President

EXHIBIT A TO
BILL OF SALE

56 PRESSURE DIFFERENTIAL COVERED HOPPER CARS

CAR NUMBERS (BOTH INCLUSIVE)

BCAX 10201 - 10256

STATE OF CALIFORNIA)
)S
COUNTY OF SAN FRANCISCO)

On this 7th day of February, 1992, before me personally appeared Richard C. Kirchner, to me personally known, who, being by me duly sworn, says that he is a

President
of Helm Financial 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.

Karen Staudenmaier
Notary Public

[Notarial Seal]

My commission expires:

