

14122-A
\$10

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD
ALBERT H. GREENE
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE
MILTON C. GRACE*
GEORGE JOHN KETO**
RICHARD N. BAGENSTOS

* NOT A MEMBER OF D.C. BAR
** ALSO A MEMBER OF OHIO BAR

LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET

WASHINGTON, D.C.

20006-29

August 22, 1983

3-234A 032

RECORDATION NO. 14122-1A
OF COUNSEL
JESS LARSON
JOHN L. INGOLDSBY
URBAN A. LESTER

AUG 22 1983 - 1 40 PM

INTERSTATE COMMERCE COMMISSION

MAIL ADDRESS
ALVORD

TELEPHONE
CODE 202
393-2266

RECEIVED
1 35 PM '83
FEDERAL TELEOPERATION BR.
140367 AND A
140348 PRBA US

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D.C.

No. AUG 22 1983

Date _____
Fee \$ 10.00

ICC Washington, D.C.

Dear Ms. Mergenovich:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303 and the Rules for the Recordation of Documents (as revised) are the original and three counter-parts of an Acknowledgment of Foreclosure dated August 4, 1983 executed by Film Properties, Inc., a "secondary document" as that term is defined in 49 C.F.R. §1177.1(b).

The enclosed document relates to a Bill of Sale dated May 4, 1983 between Girard Bank, as Agent, Seller, and Girard Bank, as Agent, Buyer, which was duly filed and recorded at 2:25 p.m. on August 12, 1983 and assigned Recordation Number 14122.

A general description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached hereto and made a part hereof.

The name and address of the party executing the enclosed document is:

Film Properties, Inc.
Suite 999
225 West Adams Street
Chicago, Illinois 60606

Kindly return the stamped copies of the enclosed document not needed for your files to the undersigned.

Also enclosed is a check in the amount of \$10 covering the required recordation fee.

Very truly yours,

Charles T. Kappler
Charles T. Kappler

Charles T. Kappler

SCHEDULE A

SCHEDULE TO ACKNOWLEDGMENT

(Film Properties, Inc.)

The Equipment consists of one hundred (100) covered top hopper cars identified below (the "Railcars") together with all accessories, equipment, parts, and appurtenances pertaining or attached to any of the Railcars, all substitutions, renewals, replacements of and additions, improvements, accessions and accumulations to any of the Railcars, and all proceeds, including insurance proceeds of any of the foregoing.

DESCRIPTION:

100 Ton, 4,700 Cubic Foot, Covered Hopper Cars; Spec. H.C. 100-47-193-B

ORIGINAL LESSEE ROAD NUMBERS:

WSOR 30000 - WSOR 300099

MOST RECENT LESSEE ROAD NUMBERS:

WSOR 300003, WSOR 300004, WSOR 300007, WSOR 300009, SWR 300011,
WSOR 300013, WSOR 300015, WSOR 30017, WSOR 300020-WSOR 300023,
WSOR 300025-WSOR 300031, WSOR 300034, WSOR 300035, WSOR 300038-
WSOR 300040, WSOR 300042, WSOR 300043, WSOR 300047, WSOR 300050-
WSOR 300053, WSOR 300057-WSOR 300059, WSOR 300061-WSOR 300068,
WSOR 300070, WSOR 300073, WSOR 300074, WSOR 300077, WSOR 300078,
WSOR 300082-WSOR 300084, WSOR 300087, WSOR 300090, WSOR 300092-
WSOR 300095, WSOR 300097, WSOR 300098.

WSOX 300000-WSOX 300002, WSOX 300005, WSOX 300006, WSOX 300008,
WSOX 300010, WSOX 300012, WSOX 300014, WSOX 300016, WSOX 300018,
WSOX 300019, WSOX 300024, WSOX 300032, WSOX 300033, WSOX 300036,
WSOX 300037, WSOX 300041, WSOX 300044-WSOX 300046, WSOX 300048,
WSOX 300049, WSOX 300054-WSOX 300056, WSOX 300060, WSOX 300069,
WSOX 300071, WSOX 300072, WSOX 300075, WSOX 300076, WSOX 300079-
WSOX 300081, WSOX 300085, WSOX 300086, WSOX 300088, WSOX 300089,
WSOX 300091, WSOX 300096, WSOX 300099.

ACKNOWLEDGMENT OF FORECLOSURE
(100 Covered Hopper Cars)

RECORDATION NO. 14122-A
AUG 22 1983
FILED 1123
INDEPENDENT STATE COMMERCE COMMISSION

Film Properties, Inc., a Delaware corporation ("FPI") hereby acknowledges to Girard Bank as agent for The Paul Revere Protective Life Insurance Company, The Paul Revere Variable Annuity Account No. 1, and The Paul Revere Variable Annuity Account No. 2 (the "Avco Creditors"), that Girard Bank as agent for the Avco Creditors has obtained pursuant to foreclosure sale held on May 4, 1983, all of FPI's right, title and interest in and to the railroad cars and related interests and rights described on the Schedule attached hereto (the "Equipment"). FPI specifically acknowledges (i) the validity of said foreclosure sale, (ii) the right of Girard Bank as agent for the Avco Creditors to obtain title to the Equipment pursuant to said foreclosure sale, (iii) the right of Girard Bank as agent for the Avco Creditors to the use, disposition, and proceeds of the Equipment, and (iv) that FPI has no interest in the Equipment or its proceeds.

THIS ACKNOWLEDGMENT IS WITHOUT WARRANTIES OR REPRESENTATIONS OF ANY KIND OR NATURE, EXPRESS OR IMPLIED, CONCERNING THE EQUIPMENT, ITS TITLE, ITS CONDITION, ITS FITNESS FOR A PARTICULAR PURPOSE, ITS MERCHANTABILITY OR WITH RESPECT TO PATENT INFRINGEMENT OR THE LIKE. GIRARD BANK AS AGENT TAKES THE EQUIPMENT "AS IS, WHERE IS" AND WITHOUT RECOURSE OF ANY KIND TO FPI FOR EXPENSES OF FORECLOSURE. FPI SHALL, IN NO EVENT, BE LIABLE TO GIRARD BANK AS AGENT FOR ANY INDIRECT, SPECIAL OR CONSEQUENTIAL DAMAGES CAUSED, DIRECTLY OR INDIRECTLY, BY THE EQUIPMENT OR ANY INADEQUACY THEREOF FOR ANY PURPOSE, OR ANY DEFICIENCY OR DEFECT THEREIN, OR THE USE OR MAINTENANCE THEREOF, OR ANY REPAIRS, SERVICING OR ADJUSTMENTS THERETO.

FPI, for itself and its successors and assigns, further covenants and agrees to do, execute and deliver, or to cause to be done, executed and delivered, all such further acts, transfers and assurances, for the better assuring, conveying and confirming unto Girard Bank as agent and its successors and assigns, all and singular, the rights and interests of FPI in the Equipment, as Girard Bank as agent and its successors and assigns shall request.

This Acknowledgment shall inure to the benefit of Girard Bank as agent and its successors and assigns, and shall be binding upon FPI and its successors, assigns and transferees.

IN WITNESS WHEREOF, FPI has caused this Acknowledgment to be executed on this 4th day of August, 1983.

FILM PROPERTIES, INC.

By: *W. F. Cox*
Its: *President*

ATTEST: *[Signature]*
Its: *[Signature]*

[SEAL]

SCHEDULE TO ACKNOWLEDGMENT

(Film Properties, Inc.)

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