

Taylor, Morell & Gitomer

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November 24, 1992

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(310) 436-2519/FAX (310) 436-5393

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

RECORDATION NO. 8216 FILED 1425 I

NOV 24 1992 - 2:20 PM

INTERSTATE COMMERCE COMMISSION

Dear Secretary Strickland:

I have enclosed an original and copy of the document described below, to be recorded pursuant to 49 U.S.C. 11303.

The document is a Bill of Sale, a secondary document, dated as of May 27, 1992. The primary documents to which this is connected are recorded under Recordation No. 8216. We request that this Bill of Sale be recorded under Recordation No. 8216-I.

The names and addresses of the parties to the Bill of Sale are as follows:

Seller:

American Security Bank
Successor-In-Interest To
American Security and Trust Company
1501 Pennsylvania Avenue, N.W.
Washington, DC 20090

Purchaser:

American Security Bank
1501 Pennsylvania Avenue, N.W.
Washington, DC 20090

A description of the equipment covered by the Bill of Sale consists of: 7 100-ton 3,350 cu. ft. open top hopper cars numbered WC 342841-342847, inclusive, formerly numbered CSXT 342841-342847, inclusive, respectively, which were formerly numbered CRR 57135-57142, inclusive, respectively. The Bill of Sale transfers these cars from one trust to another.

NOV 24 2 15 PM '92
RECORDATION DIVISION

Handwritten signatures:
S. H. H. H.
G. M. G.
R. G. R.

Honorable Sidney L. Strickland, Jr.
November 24, 1992
Page 2

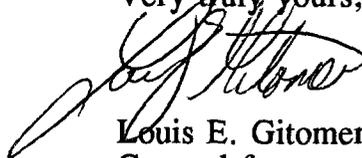
A fee of \$16.00 is enclosed. Please return the original to:

Louis E. Gitomer
Suite 210, 919 18th Street, N.W.
Washington, DC 20006

A short summary of the document to appear in the index follows:

A Bill of Sale, a secondary document, dated as of May 27, 1992, between the Seller, American Security Bank, Successor-in-Interest to American Security and Trust Company, 1501 Pennsylvania Ave., N.W., Washington, DC 20090, and the Purchaser, American Security Bank, 1501 Pennsylvania Avenue, N.W., Washington, DC 20090, covering 7 100-ton 3,350 cu. ft. open top hopper cars numbered WC 342841-342847, inclusive, formerly numbered CSXT 342841-342847, inclusive, respectively, which were formerly numbered CRR 57135-57142, inclusive, respectively.

Very truly yours,



Louis E. Gitomer
Counsel for
GATX Capital Corporation

LEG/jsh

Attachments

Interstate Commerce Commission
Washington, D.C. 20423

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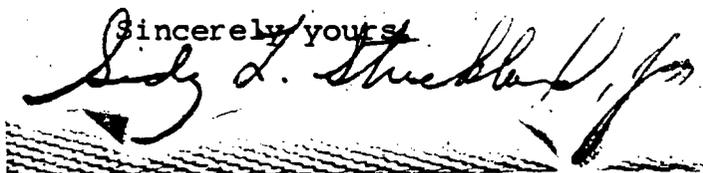
OFFICE OF THE SECRETARY

Louis E. Gitomer
Suite 210 919 18th St.N.W.
Washington, D.C. 20006

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 11/24/92 at 2:20pm, and assigned re-
recording number(s). 8216-I

Sincerely yours,



Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

SE-30
(7/79)

ICC FILING COPY

BILL OF SALE

NOV 24 1992 - 2 10 PM

INTERSTATE COMMERCE COMMISSION

In consideration of the sum of Ten Dollars and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, American Security Bank (formerly known as American Security and Trust Company) not in its individual capacity but solely as Trustee under Trust Agreement, dated as of December 15, 1975 ("Seller"), hereby sells, grants, transfers and delivers all its right, title and interest in and to the equipment described on the attached Schedule A (the "Equipment") to American Security Bank, not in its individual capacity but solely as Trustee under Trust Agreement, dated as of December 5, 1975, among Ford Motor Credit Company and GATX Capital Corporation (as successor in interest to United States Trust Company of New York), as beneficiaries, and American Security Bank (formerly known as American Security and Trust Company), its successors and assigns, to have and to hold forever. The Equipment is sold "as is" and "where is". The description of the Equipment is for the sole purpose of identifying it and is not part of the basis of the bargain.

Seller hereby warrants that it is transferring title to the Equipment hereunder free and clear of all liens created by, through or under Seller.

THE WARRANTY SET FORTH IN THE FOREGOING SENTENCE IS EXCLUSIVE AND IN LIEU OF ALL OTHER WARRANTIES OF SELLER, WHETHER WRITTEN, ORAL OR IMPLIED, SELLER SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS FOR ANY USE, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN THE EQUIPMENT.

IN WITNESS WHEREOF, the undersigned has caused this Bill of Sale to be duly executed as of the date set forth below.

Dated as of May 27, 1992

AMERICAN SECURITY BANK,
not individually but solely as Trustee under Trust
Agreement dated as of December 15, 1975

By: 
Its: Vice President

STATE OF Maryland)
City) ss.
COUNTY OF Baltimore)

On November 10, 1992, before me June Schafer, the undersigned Notary Public, personally appeared Frederick W. Clark, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument as Vice President of American Security Bank and acknowledged that he executed it.

Witness my hand and official seal.

June a Schafer
Notary Public
Commission Expires 7-1-94

For Attachment only to the Bill of Sale dated as of May 27, 1992.

SCHEDULE A

7 100-ton, 3350 cu. ft. open top hopper cars

Road Numbers:

Current Wisconsin Central Numbers	Former CSXT Car Numbers	Former CRR Car Numbers
WC 342841	CSXT 342841	CRR 57135
342842	342842	57136
342843	342843	57137
342844	342844	57138
342845	342845	57139
342846	342846	57141
342847	342847	57142

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy of the original Bill of Sale, dated May 27, 1992, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over a horizontal line.

Louis E. Gitomer
November 24, 1992