

REGISTRATION NO. 6313-13

BILL OF SALE

NOV 26 1975 - 3 25 PM

BILL OF SALE, dated as of October 14, 1975, from THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, a Delaware corporation (the "Owner") to AUTO-TRAIN CORPORATION, a Florida corporation (the "Buyer").

RECITALS:

1. By a Conditional Sale Agreement, dated as of August 10, 1971, Owner sold to Buyer, upon the terms and conditions set forth therein, the following described railroad equipment (the "Equipment"):

3 full-length dome-lounge passenger cars, bearing Owner's road Nos. 507, 510 and 512.

2. Buyer has made all the payments due to Owner under said Conditional Sale Agreement and has performed all its other obligations thereunder.

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) to it in hand paid, receipt of which is hereby acknowledged, The Atchison, Topeka and Santa Fe Railway Company, as Owner, does hereby grant, bargain, sell, transfer, convey and set over to Auto-Train Corporation, as Buyer, all the Equipment described above free and clear of any right, title or interest of Owner and free and clear of any liens and encumbrances created by any act, default or omission of Owner.

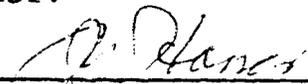
TO HAVE AND TO HOLD all and singular the units of Equipment to Buyer, its successors and assigns, for its and their use and behoof forever.

IN WITNESS WHEREOF, Owner has caused this instrument to be executed in its name by its duly authorized officers, and its corporate seal to be hereto affixed, duly attested, as of the day and year first above written.

THE ATCHISON, TOPEKA AND SANTA FE  
RAILWAY COMPANY

By   
Vice President-Executive Department

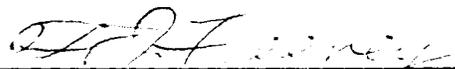
ATTEST:

  
Assistant Secretary

(Corporate Seal)

STATE OF ILLINOIS     )  
                                  )  
COUNTY OF COOK        )     SS:

On this 25<sup>th</sup> day of October, 1975, before me personally appeared JOHN C. DAVIS, to me personally known, who, by me duly sworn, says that he is Vice President-Executive Department of THE ATCHISON, TOPEKA AND SANTA FE RAILWAY 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
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Notary Public

(NOTARIAL SEAL)

My Commission Expires:  
      MAY 29, 1977