

The Kansas City Southern Railway Company
Louisiana & Arkansas Railway Company

301 West 11th Street, Kansas City, Missouri 64105

December 17, 1987

ROBERT E. ZIMMERMAN
Senior Vice President - Law

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

RECORDATION NO. 6784-A FILED 1987

7 355A040

DEC 21 1987-2 25 PM

Re. DEC 21 1987

Date

Fee \$ 10.00

INTERSTATE COMMERCE COMMISSION

ICC Washington, D.C.

Re: Release of equipment covered by Conditional Sale Agreement dated as of November 1, 1972, between General Motors Corporation (Electro-Motive Division) and The Kansas City Southern Railway Company

Dear Ms. McGee:

Pursuant to 49 U.S.C. 11303 and to the Commission's Rules and Regulations thereunder, as amended, The Kansas City Southern Railway Company transmits herewith five completely executed counterparts of a Bill of Sale and Release of ten (10) road locomotives covered by the above Conditional Sale Agreement and Assignment (said Assignment being to Chemical Bank) and requests the filing and recording of said Bill of Sale and Release with the Interstate Commerce Commission. The original Conditional Sale Agreement and Assignment were recorded on November 2, 1972, and assigned No. 6784.

In accordance with section 1116.4 of Title 49 of the Code of Federal Regulations, the following information is submitted:

(1) The names and addresses of the parties to the Conditional Sale Agreement and Assignment are as follows:

Manufacturer: GENERAL MOTORS CORPORATION
(Electro-Motive Division)
LaGrange, Illinois 60525

Purchaser: The Kansas City Southern Railway Company
114 West 11th Street
Kansas City, Missouri 64105

(2) The names and addresses of the parties to the Assignment are as follows:

Manufacturer: GENERAL MOTORS CORPORATION
(Electro-Motive Division)
LaGrange, Illinois 60525

ICC OFFICE OF THE SECRETARY
DEC 21 2 30 PM '87
MOTOR OPERATING UNIT

Assignee: Chemical Bank
55 Water Street
New York, New York 10041

(3) The equipment covered by the Bill of Sale and Release consists of the following:

<u>Type</u>	<u>Quantity</u>	<u>Railroad Road Nos.</u>
SD 40-2 3,000 H.P Road Locomotives	10	647 to 656 (Both inclusive)

There is also enclosed a voucher of The Kansas City Southern Railway Company in the amount of \$10.00 in payment of the required recordation fee. The name of the person to whom five copies of the enclosed Bill of Sale and Release bearing Recordation stamp should be sent is as follows:

Robert E. Zimmerman, Esq.
Sr. Vice President-Law
The Kansas City Southern Railway Company
114 West 11th Street
Kansas City, MO 64105

I hereby certify that I have knowledge of the matters set forth herein.

Sincerely yours,



Robert E. Zimmerman

REZ:i
Enc.

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Robert E. Zimmerman, Esq.
Sr. Vice Pres.-Law
The Kansas City Southern Rwy Co.
114 West 11th Street
Kansas, City, MO 64105

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 12/21/87 at 2:35PM, and assigned re-
recording number (s) . 6784-A

Sincerely yours,

Norita R. McGee
Secretary

Enclosure(s)

RECORDATION NO. 6784-A Filed 1425

BILL OF SALE
AND
RELEASE

DEC 21 1987-2 25 PM
INTERSTATE COMMERCE COMMISSION

From
CHEMICAL BANK,
as Agent

of
EQUIPMENT COVERED BY

CONDITIONAL SALE AGREEMENT
DATED AS OF NOVEMBER 1, 1972

BETWEEN

GENERAL MOTORS CORPORATION
(Electro-Motive Division)

and

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

BILL OF SALE

AND

RELEASE

KNOW ALL MEN BY THESE PRESENTS:

CHEMICAL BANK, as Agent, a New York corporation (hereinafter called the Assignee), does hereby acknowledge and declare that:

(1) Pursuant to an Agreement and Assignment dated as of November 1, 1972, it is the Assignee for a valuable consideration of all and singular the right, title and interest of GENERAL MOTORS CORPORATION (Electro-Motive Division), a Delaware corporation (hereinafter called the Manufacturer), in, under and to a conditional Sale Agreement dated as of November 1, 1972, by and between the Manufacturer and THE KANSAS CITY SOUTHERN RAILWAY COMPANY, a Missouri corporation (hereinafter called the Railroad), covering the construction, sale and delivery by the Manufacturer to the Railroad of the following railroad equipment:

10 SD 40-2 3,000 H.P. Road Locomotives, bearing
Railroad Road Numbers 647 thru 656, inclusive

which Conditional Sale Agreement and Agreement and Assignment, pursuant to 49 U.S.C. 11303 were filed and recorded with the Interstate Commerce Commission on November 2, 1972, and assigned Recordation No.6784.

(2) All and singular the terms and conditions of said Conditional Sale Agreement to be by the Railroad done, carried out, complied with, and performed, including payment of the purchase price of the above

described railroad equipment, with interest thereon, have been duly done, carried out, complied with and performed; and

(3) The Assignee hereby releases the above-described railroad equipment from liens and encumbrances created or retained in or by said Conditional Sale Agreement, or in said Agreement and Assignment.

The Assignee, in consideration of the sum of ONE DOLLAR (\$1.00) and other good and valuable consideration paid by the Railroad at or before the execution and delivery of these presents, the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, transfer and set-over unto the Railroad, its successors and assigns, the above-described railroad equipment.

To have and to hold all and singular the above described railroad equipment to the Railroad, its successors and assigns, for its and their own use and behoof forever.

IN WITNESS WHEREOF, the Assignee has caused this instrument to be executed by its undersigned officers, and its corporate seal to be hereunto affixed, duly attested, this 3RD day of December, 1987.

CHEMICAL BANK

By R Lorenson
Its **Trust Officer**

ATTEST;

M. Steiner
Its **ASSISTANT SECRETARY**

