LAW OFFICES
OF
DONALD KENNETH ANDERSON, JR.
8011 CLAYTON ROAD
ST. LOUIS, MISSOURI 63117
(314) 727-7100

DONALD KENNETH ANDERSON, JR.

TIMOTHY A. McGUIRE *

* ADMITTED IN MISSOURI AND ILLINOIS

RECORDATION NO. 15435-14
FILED 1425

JUL 25 1988 - 11 50 AM

INTERSTATE COMMERCE COMMISSION

July 20, 1988

Via Federal Express

Interstate Commerce Commission
12th and Constitution Avenue N.W.
Washington, D.C. 20423

Attention: Mildred Lee
Room 2303

RE: Bill of Sale Between St. Louis Locomotive Company and St. Louis Car Company

Dear Ms. Lee:

Enclosed herewith please find a notarized Bill of Sale between St. Louis Locomotive Company and St. Louis Car Company pertaining to Amtrak Private Car Number 800139, which was previously recorded with your office on December 7, 1987, at Recordation No. 1-5397, and Amtrak Private Car Number 800387, which was previously recorded with your office on December 30, 1987, at Recordation No. 1-5435.

Further, enclosed herewith please find a check in the amount of $10.00 to cover the recording costs for said Bill of Sale.

Further, please file-stamp the enclosed copy of the Bill of Sale and return same to me at your earliest convenience.

Thank you for your courtesy and cooperation. If you have any questions, please do not hesitate to contact me.

Very truly yours,

Donald Kenneth Anderson

Donald Kenneth Anderson, Jr.

DKA:cah
Encls.
cc: Edmund J. Boyce, Jr.
Daniel J. Dewes

RECORDATION NO. 15435-A
Filed 1425

BILL OF SALE
RAILROAD PASSENGER CAR

JUL 25 1988 - 11 30 AM

INTERSTATE COMMERCE COMMISSION

KNOWN ALL MEN BY THESE PRESENTS:

That in consideration of One Hundred Sixty Thousand ($160,000.00) Dollars to us in hand paid by ST. LOUIS CAR COMPANY, a Missouri Corporation, 222 South Central, St. Louis, Missouri, 63105, the receipt of which is hereby acknowledged, ST. LOUIS LOCOMOTIVE COMPANY, a Missouri Corporation, by these presents do bargain, sell and convey to said buyers any and all interest which they may have to the following:

(a) One 85 foot Pullman Standard, DOM 1949, Railway Car, equipment and furnishings appertaining thereto bearing the name Imperial Table and formerly Union Pacific Car Number 4809 and Amtrak Number 800139 - Interstate Commerce Commision Recordation No. 1-5397, dated December 7, 1987.

(b) One 85 foot Budd Stainless Steel Diner-Observation-Lounge Blunt end private railroad passenger car, together with all equipment and furnishings appertaining thereto bearing C & O number 1922, Amtrak number 8302, Amtrak Private car number 800387, Budd Lot number 9672-017 with date of manufacture being 1948 and ordered in 1946 - Interstate Commerce Commission Recordation No. 1-5435, dated December 30, 1987.

This railroad car is sold complete with furnishings and related accessories as accepted and is not guaranteed except as to encumbered title. Seller hereby warrants, certifies and represents that this car is sold free and clear of any liens or encumbrances whatsoever.

DATED: July 20, 1988.

ST. LOUIS LOCOMOTIVE COMPANY
A Missouri Corporation in Good Standing

By: [signature]
Donald Kenneth Anderson, Jr.
President

STATE OF MISSOURI)
) SS.
COUNTY OF ST. LOUIS)

On the 20th day of July, 1988, before me, a Notary Public, after being first duly sworn upon his oath, personally appeared Donald Kenneth Anderson, Jr., who did say he is the President of St. Louis Locomotive Company, a Missouri corporation, and that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors; and said Donald Kenneth Anderson, Jr. acknowledged said intrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Christine A. Hatch
Notary Public

My Commission Expires:

CHRISTINE A. HATCH
NOTARY PUBLIC, STATE OF MISSOURI
MY COMMISSION EXPIRES 5/12/91
ST. LOUIS COUNTY