

2-160A034

LAW OFFICES

ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

(202) 383-2266

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

ROBERT W. ALVORD*
CHARLES T. KAPPLER
JOHN H. DOYLE*
JAMES C. MARTIN, JR.*

* ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN MARYLAND

OF COUNSEL
URBAN A. LESTER

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TELEFAX
(202) 393-2156

May 28, 1992

16
NEW N...
JUN 8 12 37 PM '92
FOR OPERATING UNIT

17819

Mr. Sidney L. Strickland, Jr. JUN 8 1992 - 12:37 PM
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three copies of a Sale, Assignment and Assumption Agreement dated as of April 30, 1992, a primary document as defined in the Commission's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document as defined in the Commission's Rules for the document are:

Seller/Assignor: Chrysler Capital Corporation
225 High Ridge Road
Stamford, Connecticut 06905

Purchaser/Assignee: Chrysler Rail Transportation Corporation
225 High Ridge Road
Stamford, Connecticut 06905

A description of the railroad equipment covered by the enclosed document is set forth in Exhibit B thereto.

Also enclosed is a check in the amount of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two (2) stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

[Handwritten signature]

[Handwritten signature]

Interstate Commerce Commission
Washington, D.C. 20423

6/8/92

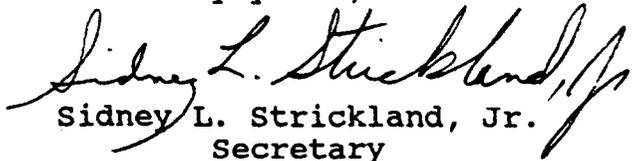
OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord & Alvord
918 16th Street N.W.
Washington, D.C. 20006-2973

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 6/8/92 at 12:45pm, and assigned recordation number(s). 17819, 8843-E, 9383-D, 10273-G, 10463-F

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

17813
JUN 8 1992 - 12 45 PM
INTERSTATE COMMERCE COMMISSION

SALE, ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS SALE, ASSIGNMENT AND ASSUMPTION AGREEMENT, dated as of April 30, 1992 (the "Agreement") between Chrysler Capital Corporation, as seller/assignor ("CCAP") and Chrysler Rail Transportation Corporation ("CRTC"), as purchaser/assignee,

W I T N E S S E T H:

WHEREAS, CCAP, as lessor, entered into various Leases as described in Exhibit A hereto (collectively, the "Leases") with respect to certain equipment (the "Equipment") described in the Leases and listed on the Exhibit B hereto;

WHEREAS, CCAP agrees to sell, transfer and assign all of its right, title and interest in and to the Equipment, the Leases and all of the respective operative documents to CRTC;

WHEREAS, CRTC agrees to purchase the Equipment, to be bound by all of the terms and conditions of the Leases, and assumes and confirms all of the obligations of CCAP under the respective operative documents;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged by CCAP and CRTC, CCAP hereby sells, transfers and assigns, without recourse, indemnity or liability, all of its right, title and interest in and to the Equipment (on an "as is, where is" basis), any vendor or manufacturer warranties, the Leases and the respective operative documents to CRTC, and CRTC hereby agrees to be bound by all of the terms and conditions of the Leases, assumes and confirms all of the obligations of CCAP under the respective operative documents, agrees to be a party to the relevant operative documents and represents and warrants that it is a finance company with a net worth of at least \$25,000,000.

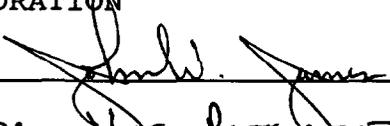
IN WITNESS WHEREOF, CCAP and CRTC have authorized the following officers to execute and deliver this instrument.

CHRYSLER CAPITAL CORPORATION

By: 

Title: Vice President

CHRYSLER RAIL TRANSPORTATION CORPORATION

By: 

Title: VICE PRESIDENT

EXHIBIT A
(CCAP)

1. **Contract Number: 101-5000088-901**
Lease Agreement dated April 12, 1979, between Chrysler Capital Corporation, as successor Lessor, and American Cyanamid Company, Lessee.
2. **Contract Number: 101-5000014-503**
Equipment Lease Agreement dated May 1, 1978 between Chrysler Capital Corporation, as successor Lessor, and Consolidated Rail Corporation, as Lessee.
3. **Contract Number: 101-5000090-901**
Lease of Railroad Equipment dated April 3, 1979, between State Street Bank, as successor Trustee and Lessor, and Interpool, Ltd., as Lessee.
4. **Contract Number: 101-5000089-901**
Equipment Lease dated May, 1, 1977, between First National Bank and Trust Company of Evanston, as Trustee and Lessor, and Norfolk Western Railroad, as successor Lessee.

OFFER

Fri Apr 10 16:18:48 1992

Page 1

EXHIBIT B

.DATE 16:17:18 RID 268B 10 APR 92 ED

CCAP

CUSTOMER: CONRAIL
CONTRACT NUMBER: 101-5000014-503
QUANTITY: 17
CAR DESCRIPTION: BALLAST CAR

*MARK.	UNIT	.MARK.	UNIT								
CR	053501	CR	053502	CR	053503	CR	053504	CR	053505	CR	053506
CR	053507	CR	053508	CR	053509	CR	053510	CR	053511	CR	053512
CR	053513	CR	053514	CR	053515	CR	053516	CR	053517		

..... END REPORT

.DATE 13 APR 92 16:49:18 RID 293B 13 APR 92 ED
 .CUSTOMER: ATCHISON TOPEKA & SANTA FE
 CONTRACT NUMBER: 101-5000106-512
 QUANTITY: 181
 CAR DESCRIPTION: AUTO RACK BI LEVEL

*MARK.	UNIT										
ATSF	004582	ATSF	004583	ATSF	004584	ATSF	004586	ATSF	004587	ATSF	004588
ATSF	004589	ATSF	004590	ATSF	004591	ATSF	004592	ATSF	004594	ATSF	004595
ATSF	004597	ATSF	004598	ATSF	004599	ATSF	004600	ATSF	004601	ATSF	004602
ATSF	004603	ATSF	004604	ATSF	004605	ATSF	004606	ATSF	004607	ATSF	004608
ATSF	004609	ATSF	004610	ATSF	004611	ATSF	004613	ATSF	004614	ATSF	004615
ATSF	004616	ATSF	004617	ATSF	004618	ATSF	004619	ATSF	004620	ATSF	004621
ATSF	004622	ATSF	004623	ATSF	004624	ATSF	004625	ATSF	004626	ATSF	004627
ATSF	004628	ATSF	004629	ATSF	004631	ATSF	004632	ATSF	004633	ATSF	004634
ATSF	004635	ATSF	004636	ATSF	004637	ATSF	004638	ATSF	004639	ATSF	004640
ATSF	004641	ATSF	004642	ATSF	004643	ATSF	004644	ATSF	004645	ATSF	004646
ATSF	004647	ATSF	004648	ATSF	004649	ATSF	004650	ATSF	004652	ATSF	004654
ATSF	004655	ATSF	004656	ATSF	004657	ATSF	004658	ATSF	004659	ATSF	004660
ATSF	004662	ATSF	004663	ATSF	004664	ATSF	004665	ATSF	004666	ATSF	004667
ATSF	004668	ATSF	004669	ATSF	004670	ATSF	004671	ATSF	004672	ATSF	004673
ATSF	004674	ATSF	004675	ATSF	004676	ATSF	004677	ATSF	004678	ATSF	004680
ATSF	004681	ATSF	004682	ATSF	004683	ATSF	004684	ATSF	004685	ATSF	004686
ATSF	004687	ATSF	004689	ATSF	004690	ATSF	004691	ATSF	004692	ATSF	004693
ATSF	004694	ATSF	004695	ATSF	004696	ATSF	004697	ATSF	004698	ATSF	004699
ATSF	004701	ATSF	004703	ATSF	004704	ATSF	004705	ATSF	004706	ATSF	004707
ATSF	004708	ATSF	004709	ATSF	004710	ATSF	004711	ATSF	004712	ATSF	004713
ATSF	004714	ATSF	004715	ATSF	004716	ATSF	004717	ATSF	004718	ATSF	004719
ATSF	004720	ATSF	004721	ATSF	004722	ATSF	004723	ATSF	004724	ATSF	004726
ATSF	004727	ATSF	004728	ATSF	004729	ATSF	004730	ATSF	004731	ATSF	004732
ATSF	004733	ATSF	004734	ATSF	004735	ATSF	004736	ATSF	004737	ATSF	004738
ATSF	004739	ATSF	004740	ATSF	004741	ATSF	004742	ATSF	004743	ATSF	004745
ATSF	004746	ATSF	004748	ATSF	004749	ATSF	004750	ATSF	004751	ATSF	004752
ATSF	004753	ATSF	004754	ATSF	004755	ATSF	004756	ATSF	004757	ATSF	004759
ATSF	004760	ATSF	004761	ATSF	004762	ATSF	004763	ATSF	004764	ATSF	004766
ATSF	004767	ATSF	004768	ATSF	004769	ATSF	004770	ATSF	004771	ATSF	004772
ATSF	004773	ATSF	004775	ATSF	004776	ATSF	004777	ATSF	004778	ATSF	004779
ATSF	004780										

..... END REPORT

DATE 13 APR 92 16:48:40 RID 294B 13 APR 92 ED

CUSTOMER: ATCHISON TOPEKA & SANTA FE
CONTRACT NUMBER: 101-5000106-513
QUANTITY: 45
CAR DESCRIPTION: AUTO RACK BI LEVEL

*MARK.	UNIT	.MARK.	UNIT								
ATSF	007025	ATSF	007026	ATSF	007027	ATSF	007028	ATSF	007029	ATSF	007030
ATSF	007031	ATSF	007032	ATSF	007033	ATSF	007034	ATSF	007035	ATSF	007036
ATSF	007037	ATSF	007038	ATSF	007039	ATSF	007040	ATSF	007041	ATSF	007042
ATSF	007043	ATSF	007044	ATSF	007045	ATSF	007046	ATSF	007047	ATSF	007048
ATSF	007049	ATSF	007050	ATSF	007051	ATSF	007052	ATSF	007053	ATSF	007055
ATSF	007056	ATSF	007057	ATSF	007058	ATSF	007059	ATSF	007060	ATSF	007062
ATSF	007063	ATSF	007064	ATSF	007065	ATSF	007066	ATSF	007067	ATSF	007068
ATSF	007069	ATSF	007070	ATSF	007071						

..... END REPORT

DATE 13 APR 92 16:49:42 RID 295B 13 APR 92 ED

CUSTOMER: ATCHISON, TOPEKA & SANTA FE
CONTRACT NUMBER: 101-5000106514
QUANTITY: 50
CAR DESCRIPTION: AUTO RACK TR1 LEVEL

*MARK.	UNIT	.MARK.	UNIT								
ATSF	004781	ATSF	004782	ATSF	004783	ATSF	004784	ATSF	004785	ATSF	004786
ATSF	004787	ATSF	004788	ATSF	004789	ATSF	004790	ATSF	004791	ATSF	004793
ATSF	004794	ATSF	004795	ATSF	004796	ATSF	004797	ATSF	004798	ATSF	004799
ATSF	004800	ATSF	004801	ATSF	004802	ATSF	004803	ATSF	004804	ATSF	004805
ATSF	004806	ATSF	004807	ATSF	004808	ATSF	004809	ATSF	004810	ATSF	004811
ATSF	004812	ATSF	004813	ATSF	004814	ATSF	004818	ATSF	004819	ATSF	004820
ATSF	004821	ATSF	004822	ATSF	004823	ATSF	004824	ATSF	004825	ATSF	004826
ATSF	004827	ATSF	004828	ATSF	004829	ATSF	004830	ATSF	004831	ATSF	004832
ATSF	004833	ATSF	004834								

..... END REPORT

DATE 16:21:06 RID 269B 10 APR 92 ED

CUSTOMER: AMERICAN CYANAMID
CONTRACT NUMBER: 101-5000088-901
QUANTITY: 175
CAR DESCRIPTION: COVERED HOPPER 4750 CU FT

*MARK. UNIT .MARK. UNIT .MARK. UNIT .MARK. UNIT .MARK. UNIT .MARK. UNIT .
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- MBFX 004750 MBFX 004751 MBFX 004752 MBFX 004753 MBFX 004754 MBFX 004755
- MBFX 004756 MBFX 004757 MBFX 004758 MBFX 004759 MBFX 004760 MBFX 004761
- MBFX 004762 MBFX 004763 MBFX 004764 MBFX 004765 MBFX 004766 MBFX 004767
- MBFX 004768 MBFX 004769 MBFX 004770 MBFX 004771 MBFX 004772 MBFX 004773
- MBFX 004774 MBFX 004775 MBFX 004776 MBFX 004777 MBFX 004778 MBFX 004779
- MBFX 004780 MBFX 004781 MBFX 004782 MBFX 004783 MBFX 004784 MBFX 004785
- MBFX 004786 MBFX 004787 MBFX 004788 MBFX 004789 MBFX 004790 MBFX 004791
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- MBFX 004804 MBFX 004805 MBFX 004806 MBFX 004807 MBFX 004808 MBFX 004809
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- MBFX 004924

..... END REPORT

.DATE 10 APR 92 16:21:59 REPORT GENERATION ED

CUSTOMER: NORFOLK SOUTHERN
CONTRACT NUMBER: 101-5000089-901
QUANTITY: 4
CAR DESCRIPTION: GP 36-2 DIESEL ELECTRIC LOCOMOTIVE

*MARK.	UNIT	*MARK.	UNIT	*MARK.	UNIT	*MARK.	UNIT	*MARK.	UNIT	*MARK.	UNIT
NW	004160	NW	004161	NW	004162	NW	004163			V014	V015

..... END REPORT

DATE: 16:27:01 RID 274B 10 APR 92 ED

CUSTOMER: INTERPOOL, LTD
CONTRACT NUMBER: 101-5000090-901
QUANTITY: 197
CAR DESCRIPTION: BOX CAR 50 FT

ARK.	UNIT	MARK.	UNIT								
LC	001200	SLC	001201	SLC	001202	SLC	001203	SLC	001204	SLC	001205
LC	001206	SLC	001207	SLC	001208	SLC	001209	SLC	001210	SLC	001211
LC	001212	SLC	001213	SLC	001214	SLC	001215	SLC	001216	SLC	001217
LC	001218	SLC	001219	SLC	001220	SLC	001221	SLC	001222	SLC	001223
LC	001224	SLC	001225	SLC	001227	SLC	001228	SLC	001229	SLC	001230
LC	001231	SLC	001232	SLC	001233	SLC	001234	SLC	001235	SLC	001236
LC	001237	SLC	001238	SLC	001239	SLC	001240	SLC	001241	SLC	001242
LC	001243	SLC	001244	SLC	001245	SLC	001246	SLC	001247	SLC	001248
LC	001249	SLC	001250	SLC	001251	SLC	001252	SLC	001253	SLC	001254
LC	001255	SLC	001256	SLC	001257	SLC	001258	SLC	001259	SLC	001260
LC	001261	SLC	001262	SLC	001263	SLC	001264	SLC	001265	SLC	001266
LC	001267	SLC	001268	SLC	001269	SLC	001270	SLC	001271	SLC	001272
LC	001273	SLC	001274	SLC	001275	SLC	001276	SLC	001277	SLC	001278
LC	001279	SLC	001280	SLC	001281	SLC	001282	SLC	001283	SLC	001284
LC	001285	SLC	001286	SLC	001287	SLC	001288	SLC	001289	SLC	001290
LC	001291	SLC	001292	SLC	001293	SLC	001294	SLC	001295	SLC	001296
LC	001297	SLC	001298	SLC	001299	SLC	001300	SLC	001301	SLC	001302
LC	001303	SLC	001304	SLC	001305	SLC	001306	SLC	001307	SLC	001308
LC	001309	SLC	001310	SLC	001311	SLC	001312	SLC	001313	SLC	001314
LC	552000	SLC	552001	SLC	552002	SLC	552003	SLC	552004	SLC	552005
LC	552006	SLC	552007	SLC	552008	SLC	552009	SLC	552010	SLC	552011
LC	552012	SLC	552013	SLC	552014	SLC	552015	SLC	552016	SLC	552017
LC	552018	SLC	552019	SLC	552020	SLC	552021	SLC	552022	SLC	552023
LC	552024	SLC	552025	SLC	552026	SLC	552027	SLC	552028	SLC	552029
LC	552030	SLC	552031	SLC	552032	SLC	552033	SLC	552034	SLC	552035
LC	552036	SLC	552038	SLC	552039	SLC	552040	SLC	552041	SLC	552042
LC	552043	SLC	552044	SLC	552045	SLC	552046	SLC	552047	SLC	552049
LC	552050	SLC	552051	SLC	552052	SLC	552053	SLC	552055	SLC	552056
LC	552057	SLC	552058	SLC	552059	SLC	552061	SLC	552063	SLC	552064
LC	552065	SLC	552066	SLC	552067	SLC	552068	SLC	552069	SLC	552071
LC	552072	SLC	552073	SLC	552074	SLC	552075	SLC	552076	SLC	552078
LC	552079	SLC	552080	SLC	552081	SLC	552082	SLC	552083	SLC	552084
LC	552085	SLC	552086	SLC	552087	SLC	552088	SLC	552089		

..... END REPORT

STATE OF CONNECTICUT)
) SS:
COUNTY OF FAIRFIELD)

On this 30th day of April, 1992, before me personally appeared John W. James, to me personally known, who, being by me duly sworn, acknowledged before me that he is the Vice President of Chrysler Rail Transportation Corporation, and that the foregoing Sale, Assignment and Assumption Agreement was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged before me that the execution of the foregoing Sale, Assignment and Assumption Agreement was the free act and deed of said corporation.

Paula H. Balsam
Notary Public

[Notarial Seal]

My commission expires: *March 31, 1995*

STATE OF CONNECTICUT)
) SS:
COUNTY OF FAIRFIELD)

On this 30th day of April, 1992, before me personally appeared Richard G. Neptune, to me personally known, who, being by me duly sworn, acknowledged before me that he is the Vice President of Chrysler Capital Corporation, and that the foregoing Sale, Assignment and Assumption Agreement was signed on behalf of said corporation by authority of its Board of Directors. Further, he acknowledged before me that the execution of the foregoing Sale, Assignment and Assumption Agreement was the free act and deed of said corporation.

Paula H. Balsam
Notary Public

[Notarial Seal]

My commission expires: *March 31, 1995*