

KANSAS CITY SOUTHERN INDUSTRIES, INC.

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March 17, 1993

RECORDATION NO. 18198/A FILED 1429

APR 13 1993 10-40 AM

INTERSTATE COMMERCE COMMISSION

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

Dear Mr. Strickland:

I have enclosed a certified copy and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Bill of Sale, a document dated December 31, 1992.

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

- (1) Vendor, (Chrysler Capital Corporation, 225 High Ridge Road, Stamford, CT 06905-3032)
- (2) Vendee, (Carland, Inc., 1055 Broadway, Suite 990, Kansas City, MO 64105-1599).

A description of the equipment covered by the document follows:

One hundred and Eighty-Three (183) 73 foot, 100 ton center beam bulkhead flatcars built by Gunderson, Inc.

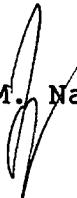
MSRC 6000 through 6043, inclusive
MSRC 6045 through 6049, inclusive
WCRC 2050 through 2069, inclusive
WCRC 2300 through 2399, inclusive
WCRC 2465 through 2474, inclusive
WCRC 2476 through 2479, inclusive

A fee of \$16.00 is enclosed. Please return original and any extra copies not needed by the Commission for recordation to Carland, Inc., 1055 Broadway, Suite 990, Kansas City, MO 64105.

A short summary of the document to appear in the index follows: Bill of Sale between Chrysler Capital Corporation, 225 High Ridge Road, Stamford, CT 06905-3032 and Carland, Inc. 1055 Broadway, Suite 990, Kansas City, MO 64105 dated December 31, 1992, and covering one hundred and eighty-three (183) 73 foot, 100 ton center beam bulkhead flatcars built by Gunderson, Inc.

Very truly yours,

Jay M. Nadlman



JMN:jar

Enclosures

cc: Larry D. Nicotra
President, Carland, Inc.

APR 13 1993 10:40 AM

EXHIBIT A

CHRYSLER RAIL TRANSPORTATION CORPORATION INTERSTATE COMMERCE COMMISSION
BILL OF SALE

CHRYSLER RAIL TRANSPORTATION CORPORATION, a Delaware Corporation, having a place of business at 225 High Ridge Road, Stamford, Connecticut, hereinafter called "Seller", for and in consideration of the sum of Seven Million Six Hundred Eighty-Six Thousand Dollars (\$7,686,000) paid by CARLAND, INC., having its offices at 1055 Broadway, Suite 990, Kansas City, Missouri 64105, hereinafter called "Buyer", the receipt of which is hereby acknowledged, hereby assigns, sells, sets over and transfers to Buyer, all its right, title, and interest in and to those articles and items of personal property described below, all of such articles and items of personal property herein individually and in aggregate called "the Equipment".

DESCRIPTION OF THE EQUIPMENT: One hundred eighty-three (183) 73 foot long, 100 ton Center Partition Flatcars manufactured by Gunderson, Inc., and bearing the reporting marks and numbers listed on the attached Schedule A.

EXCEPT AS SPECIFICALLY PROVIDED HEREIN SELLER HEREBY EXPRESSLY DISCLAIMS ANY AND ALL WARRANTIES, EXPRESS OR IMPLIED, AS TO THE CONDITION OF THE EQUIPMENT, ITS MERCHANTABILITY, OR ITS FITNESS FOR PURPOSE. THE EQUIPMENT IS SOLD "AS IS, WHERE IS."

Seller represents and warrants that it is the lawful owner of the Equipment, has received good title from the manufacturer and has current good title to the Equipment, the Equipment is free from any liens or encumbrances arising or created by, through or under Seller and that it has the right and authority to convey, sell and assign the same to Buyer, except for the Marks "MSRC" and "WCRC" which are Buyer's responsibility. Seller does for itself, its successors and assigns, covenant and agree with Buyer, its successors and assigns, to warrant and defend such title in Buyer, its successors and assigns against all and every person or persons whosoever lawfully claiming or laying claim to the same.

IN WITNESS WHEREOF, Seller has executed and delivered this BILL OF SALE on this 31st day of December, 1992.

CHRYSLER RAIL TRANSPORTATION CORPORATION

By Philip A. Davrie
Title Sr Transaction Manager

Agreed & Accepted:

CARLAND, Inc., Buyer

By *Sandy D. Minter*

Date *DEC. 31, 1992*

Title *PRESIDENT*

APPROVED AS TO FORM

J. M. Minter

Schedule A to Bill of Sale dated 12-31-92

183, 73 foot long, 100 ton Center Partition Flatcars manufactured by Gunderson, Inc., and bearing the reporting marks and numbers as follows:

MSRC-6000 through 6043, inclusive
MSRC-6045 through 6049, inclusive
WCRC-2050 through 2069, inclusive
WCRC-2300 through 2399, inclusive
WCRC-2465 through 2474, inclusive
WCRC-2476 through 2479, inclusive

CERTIFICATION OF FILER

I, Larry D. Nicotra, certify that I have compared the copy with the original and found the copy to be complete and identical in all respects to the original document and that I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 17TH, 1993

Larry D. Nicotra

Larry D. Nicotra
President, Carland, Inc.