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LAW OFFICES

ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

150 NORTH MICHIGAN AVENUE

CHICAGO, ILLINOIS 60601-7567

312-558-1000

TWX NUMBER
910-221-1154

TELECOPIER
312-750-8600

529 FIFTH AVENUE
NEW YORK, NEW YORK 10017-4608
212-949-7075

580 HOWARD AVENUE
SOMERSET, NEW JERSEY 08875-6739
201-563-2700

888 SIXTEENTH STREET, N W
WASHINGTON, D C 20006-4103
202-296-8600

SUSAN G. LICHTENFELD

July 8, 1991

RECORDATION NO 17422 FILED 1425

JUL 9 1991 -10 25 AM

INTERSTATE COMMERCE COMMISSION

VIA FEDERAL EXPRESS

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

Dear Mr. Strickland:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one original executed copy and three photostatic copies of a Bill of Sale, dated as of June 28, 1991, a primary document as defined in the Commission's Rules for the Recordation of Documents.

The name and address of the parties to the enclosed documents are:

Seller — Chrysler Rail Transportation Corporation
300 Knightsbridge Parkway, Suite 320
Lincolnshire, Illinois 60069

Buyer: — Citicorp Railmark, Inc.
450 Mamaroneck Avenue
Harrison, New York 10528

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

Also enclosed is a check in the amount of $15.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return the stamped original and two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Susan G. Lichtenfeld at Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Document to be Recorded

Bill of Sale dated as of June 28, 1991 from Chrysler Rail Transportation Corporation, Seller, to Citicorp Railmark, Inc., Buyer, covering 253 covered hopper railcars listed therein.

Very truly yours,

Susan G. Lichtenfeld

Susan G. Lichtenfeld

SGL:ed
w/encl.

cc: Ram Kelkar
Robert W. Kleinman

Interstate Commerce Commission

Washington, D.C. 20423

7/9/91

OFFICE OF THE SECRETARY

Susan C. Lichtenfeld
Ross & Hardies
150 North Michigan Avenue
Chicago, Illinois 60601-7567

Dear Sirs:

The enclosed dcoument(s) was recorded pursuant to the provisions of Section 11303 of the Insterstate Commerce Act, 49 U.S.C. 11303, on 7/9/91 at 10:15AM, and assigned recordation number(s). 17422.

Sincerely yours,

Sidney L. Strickland, Jr.

Sidney L. Strickland, Jr.
Secretary

RECORDATION NO 17422 FILED 1425
JUL 9 1991 -10:15 AM
INTERSTATE COMMERCE COMMISSION

BILL OF SALE

For and in consideration of the sum of Ten Dollars ($10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, CHRYSLER RAIL TRANSPORTATION CORPORATION (the "Company") does hereby sell, assign and transfer unto CITICORP RAILMARK, INC. ("Buyer"), and its successors and assigns, the units of railroad rolling stock described in Exhibit A (the "Equipment").

The Company hereby warrants that it has good and marketable title to the Equipment and that the Company's title thereto is free from all liens and encumbrances, other than liens or encumbrances created or incurred by Buyer. The description of the Equipment set forth in Exhibit A hereto is for the sole purpose of identification and is not part of the basis of the bargain.

This Bill of Sale is being delivered in connection with the Purchase and Sale Agreement between the Company and Buyer dated as of June 28, 1991 (the "Agreement"). EXCEPT FOR THE WARRANTY OF TITLE SET FORTH IN THIS BILL OF SALE AND THE REPRESENTATIONS AND WARRANTIES OF THE COMPANY SET FORTH IN THE AGREEMENT, THE EQUIPMENT IS BEING SOLD TO BUYER BY THE COMPANY "AS-IS" "WHERE-IS", WITHOUT ANY OTHER REPRESENTATIONS AND WARRANTIES, WHETHER WRITTEN, ORAL OR IMPLIED, AND THE COMPANY SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HEREWITH, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of the 28 day of June, 1991.

CHRYSLER RAIL TRANSPORTATION CORPORATION

By: T.J. McPhillips
[Print Name T.J. McPhillips]

Its: President

STATE OF CONNECTICUT)
) SS.
COUNTY OF FAIRFIELD)

On this 28th day of June, 1991, before me personally appeared T.J. McPhillips, to me personally known, who, being by me duly sworn, acknowledged before me that he is the President of Chrysler Rail Transportation Corporation, and that the foregoing Bill of Sale 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 Bill of Sale was the free act and deed of said corporation.

Paula H. Balsam
Notary Public

[Notary Seal]

My commission expires: March 31, 1995

exhibit

EXHIBIT A TO
BILL OF SALE

253 COVERED HOPPER CARS

BJOX 101	BJOX 153	BJOX 202
BJOX 102	BJOX 154	BJOX 203
BJOX 103	BJOX 155	BJOX 204
BJOX 104	BJOX 156	BJOX 205
BJOX 105	BJOX 157	BJOX 206
BJOX 106	BJOX 158	BJOX 207
BJOX 107	BJOX 159	BJOX 208
BJOX 108	BJOX 160	BJOX 209
BJOX 109	BJOX 161	BJOX 210
BJOX 110	BJOX 162	BJOX 211
BJOX 111	BJOX 163	BJOX 212
BJOX 112	BJOX 164	BJOX 213
BJOX 113	BJOX 165	BJOX 214
BJOX 114	BJOX 166	BJOX 215
BJOX 115	BJOX 167	BJOX 216
BJOX 116	BJOX 168	BJOX 217
BJOX 117	BJOX 169	BJOX 218
BJOX 118	BJOX 170	BJOX 219
BJOX 119	BJOX 171	BJOX 221
BJOX 120	BJOX 172	BJOX 223
BJOX 121	BJOX 173	BJOX 224
BJOX 122	BJOX 174	BJOX 225
BJOX 123	BJOX 175	BJOX 226
BJOX 124	BJOX 176	BJOX 227
BJOX 125	BJOX 177	BJOX 228
BJOX 126	BJOX 178	BJOX 229
BJOX 127	BJOX 179	BJOX 230
BJOX 128	BJOX 181	BJOX 231
BJOX 130	BJOX 182	BJOX 232
BJOX 131	BJOX 183	BJOX 233
BJOX 132	BJOX 184	BJOX 234
BJOX 133	BJOX 185	BJOX 235
BJOX 134	BJOX 186	BJOX 236
BJOX 135	BJOX 187	BJOX 237
BJOX 136	BJOX 188	BJOX 238
BJOX 137	BJOX 189	BJOX 239
BJOX 138	BJOX 190	BJOX 240
BJOX 139	BJOX 191	BJOX 241
BJOX 141	BJOX 192	BJOX 242
BJOX 142	BJOX 193	BJOX 243
BJOX 143	BJOX 194	BJOX 244
BJOX 144	BJOX 195	BJOX 245
BJOX 145	BJOX 196	BJOX 246
BJOX 146	BJOX 197	BJOX 247
BJOX 147	BJOX 198	BJOX 248
BJOX 149	BJOX 199	BJOX 249
BJOX 150	BJOX 200	BJOX 251
BJOX 152	BJOX 201	BJOX 252

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