

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

August 7, 1991

VIA FEDERAL EXPRESS

RECORDATION NO. 17422-A FILED 1425

1-221A033

AUG 9 1991 - 2 10 PM

\$15.00

Mr. Sidney L. Strickland, INTERSTATE COMMERCE COMMISSION
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 Corrected Bill of Sale, dated as of June 28, 1991, a secondary document as defined in the Commission's Rules for the Recordation of Documents, which relates to the Bill of Sale dated as of June 28, 1991 from Chrysler Rail Transportation Corporation, Seller, to Citicorp Railmark, Inc., Buyer, which Bill of Sale was recorded by the Interstate Commerce Commission on July 9, 1991 and assigned recordation number 17422. The Corrected Bill of Sale corrects the schedule of cars attached thereto as Exhibit A by deleting cars BJOX 144 and BJOX 301 which were erroneously included in Exhibit A to the Bill of Sale.

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.

16 JUL 1991

Mr. Sidney L. Strickland, Jr.
August 7, 1991
Page 2

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

Corrected 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.

Primary Document to which it Relates

Bill of Sale dated as of June 28, 1991 from Chrysler Rail Transportation Corporation, Seller, to Citicorp Railmark, Inc., Buyer, recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on July 9, 1991 under recordation number 17422.

Very truly yours,


Susan G. Lichtenfeld

SGL:ed
w/encl.

cc: Ram Kelkar
Patricia Hollis
Robert W. Kleinman

Interstate Commerce Commission
Washington, D.C. 20423

8/9/91

OFFICE OF THE SECRETARY

Susan G Lichtenfeld

Rose & Hardies

150 North Michigan Avenue

Chicago, Illinois 60601

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 8/9/91 at 2:10pm, and assigned recordation number(s). 17422-A

Sincerely yours,

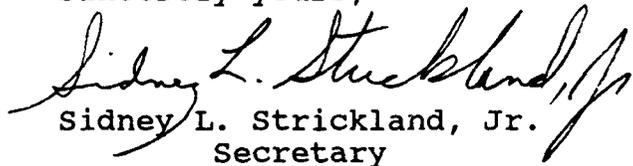

Sidney L. Strickland, Jr.
Secretary

EXHIBIT A TO
CORRECTED BILL OF SALE

RECORDED NO. FILED AND

AUG 9 1991 - 2 10 PM

253 COVERED HOPPER CARS

INTERSTATE COMMERCE COMMISSION

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
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RECORDATION NO 17422-A
FILED 1991

CORRECTED
BILL OF SALE

AUG 11 1991 - 2 10 PM

INTERSTATE COMMERCE COMMISSION

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 28th day of June, 1991.

CHRYSLER RAIL TRANSPORTATION CORPORATION

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

Its: PRESIDENT

EXHIBIT A TO
CORRECTED BILL OF SALE

253 COVERED HOPPER CARS

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