

SULLIVAN & WORCESTER
1025 CONNECTICUT AVENUE, N. W.
WASHINGTON, D. C. 20036

(202) 775-8190

TELECOPIER NO. 202-293-2277

8793-D
FILED 1425

IN NEW YORK CITY
767 THIRD AVENUE
NEW YORK, NEW YORK 10017
(212) 486-8200
TELECOPIER NO. 212-758-2151

IN BOSTON, MASSACHUSETTS
ONE POST OFFICE SQUARE
BOSTON, MASSACHUSETTS 02109
(617) 338-2800
TELECOPIER NO. 617-338-2880
TWX: 710-321-1976

MAR 13 1991 - 2:55 PM

INTERSTATE COMMERCE COMMISSION

March 13, 1991

Interstate Commerce Commission
12th & Constitution Avenue, N.W. 1-072A038
Washington, D.C. 20423
Attention: Mildred Lee

16 MAR 21 1991

Dear Ms. Lee:

Enclosed for filing and recordation with the Commission is an original and two counterparts of the document described below to be recorded pursuant to 49 U.S.C. § 11303.

This document is a BILL OF SALE, dated March 8, between CHRYSLER CAPITAL CORPORATION (formerly known as International Paper Equipment Leasing Corporation), Seller, and the AMERICAN RAIL & MARINE CORP., Buyer.

The primary document to which this document is connected is No. 8793.

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

Seller: Chrysler Capital Corporation
225 High Ridge Road
Stamford, Connecticut 07906-7032

Buyer: American Rail & Marine Corp.
575 Madison Avenue
Suite 1006
New York, New York 10022

The equipment covered by this document is 71 100-ton open-top hopper cars, bearing marks PLMX 1466-1540 (except nos. 1474, 1481, 1486, and 1489).

This document should be indexed as:

*Ms. Lee
TW
Counterparts*

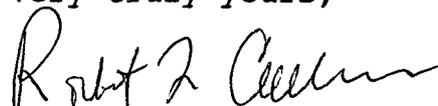
Interstate Commerce Commission
March 13, 1991
Page 2

Bill of Sale, dated March 8, 1991, between Chrysler Capital Corporation (formerly International Paper Equipment Leasing Corporation) (Seller) and American Rail & Marine Corp (Buyer).

This document should be cross-indexed with Recordation No. 8149.

A check in the amount of \$15.00 for the requisite filing fee is enclosed.

Very truly yours,



Robert L. Calhoun
Attorney for American Rail & Marine Corp.

Enclosure

8793-D
REGISTRATION NO. FILED 148

MAR 13 1991 2 55 PM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

KNOW ALL TO WHOM THESE PRESENTS SHALL COME that Chrysler Capital Corporation ("Seller"), for good and valuable consideration paid to it by American Rail & Marine Corp. ("Buyer"), has granted, bargained, sold, conveyed, transferred, assigned and delivered, and by these presents does grant, bargain, sell, convey, transfer, assign and deliver unto Buyer, its successors and assigns, all right, title and interest in and to the equipment (individually an "Item of Equipment" and collectively "The Equipment") described on the schedules attached hereto ("Schedules");

TO HAVE AND TO HOLD all and singular The Equipment unto the Buyer, its successors and assigns, to its and their own use and behalf forever;

AND Seller, for itself, its successors and assigns, does hereby represent and warrant to and covenant with Buyer that at the time of the sale evidenced hereby, Seller has and hereby conveys to Buyer good and marketable title to all the Equipment, "as is and where is," free and clear of all liens, claims, demands, encumbrances, privileges, pledges or other charges of every nature and kind whatsoever arising by, through or under Seller, and Seller will defend such title.

IN WITNESS WHEREOF, Seller has caused the Bill of Sale to be executed this 8th day of March, 1991.

CHRYSLER CAPITAL CORPORATION

By: 

Title: Senior Vice President

SCHEDULE A

<u>Type</u>	<u>Quantity</u>	<u>Lessee's Road Numbers</u> <u>(Both Inclusive)</u>
100-Ton 4000-ft. cubic capacity Eastern bottom dump open hopper coal cars	71	1466 - 1540 EXCLUDING 1474 1481 1486 1489

