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June 7, 1991

RECORDATION NO. 16134-B

JUN 7 1991 -11 30 AM
INTERSTATE COMMERCE COMMISSION

1-158A013

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Secretary Strickland:

I have enclosed the original and one copy of two documents described below, to be recorded pursuant to 49 U.S.C. 11303.

The first document is a Bill of Sale, a secondary document dated March 20, 1991. The primary document to which this is connected is recorded under Recordation No. 16134. We request that this Bill of Sale be recorded under Recordation No. 16134-B.

The second document is also a Bill of Sale, a secondary document dated March 20, 1991. The primary document to which this is connected is recorded under Recordation No. 16134. We request that this Bill of Sale be recorded under Recordation No. 16134-C.

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

Vendor:

Kansas City Southern Railway Company
114 11th Street
Kansas City, MO 64105

Vendee:

GATX Capital Corporation
Four Embarcadero Center
San Francisco, CA 94111

A description of the equipment covered by the Bills of Sale follows: (1) in 16134-B, 103 4,000 cubic foot rotary gondolas with the numbers in Appendix A; and (2) in 16134-C, six 4,000 cubic foot rotary gondolas with the following numbers: KCS 900826, 900893, 900907, 900915, 900923, and 900931.

A fee of $15.00 is enclosed. Please return the original to:

Louis E. Gitomer
Suite 1200
1133 15th Street, N.W.
Washington, D.C. 20005

A short summary of the document to appear in the index follows:
Bills of Sale between Kansas City Southern Railway Company, 114 11th Street, Kansas City, MO 64105, and GATX Capital Corporation, Four Embarcadero

Center, San Francisco, CA 94111: (1) in 16134-B, 103 4,000 cubic foot rotary gondolas with the numbers in Appendix A; and (2) in 16134-C, six 4,000 cubic foot rotary gondolas with the following numbers: KCS 900826, 900893, 900907, 900915, 900923, and 900931.

Very truly yours,

Louis E. Gitomer
Counsel for,
GATX Capital Corporation

Attachment

APPENDIX A
CAR NUMBERS

KCS 900001
KCS 900010
KCS 900028
KCS 900036
KCS 900044
KCS 900052
KCS 900061
KCS 900079
KCS 900087
KCS 900095
KCS 900109
KCS 900117
KCS 900125
KCS 900133
KCS 900141
KCS 900150
KCS 900168
KCS 900176
KCS 900184
KCS 900192
KCS 900206
KCS 900214
KCS 900222
KCS 900231
KCS 900249
KCS 900257
KCS 900265
KCS 900273
KCS 900281
KCS 900290
KCS 900303
KCS 900311
KCS 900320
KCS 900338
KCS 900346
KCS 900354
KCS 900362
KCS 900371
KCS 900389
KCS 900397
KCS 900401
KCS 900419
KCS 900427
KCS 900435
KCS 900443
KCS 900451
KCS 900460
KCS 900478
KCS 900486
KCS 900494
KCS 900508
KCS 900516
KCS 900524
KCS 900532
KCS 900541
KCS 900559
KCS 900567
KCS 900575
KCS 900583
KCS 900591
KCS 900605
KCS 900613
KCS 900621
KCS 900630
KCS 900648
KCS 900656
KCS 900664
KCS 900672
KCS 900681
KCS 900699
KCS 900702
KCS 900711
KCS 900729
KCS 900737
KCS 900745
KCS 900753
KCS 900761
KCS 900770
KCS 900788
KCS 900796
KCS 900800
KCS 900818
KCS 900834
KCS 900842
KCS 900869
KCS 900877
KCS 900885
KCS 900940
KCS 900958
KCS 900966
KCS 900974
KCS 900982
KCS 900991
KCS 901008
KCS 901016
KCS 901024
KCS 901032
KCS 901041
KCS 901059
KCS 901067
KCS 901075
KCS 901083
KCS 901091

RECORDATION NO. 16134-B FILED 1425
JUN 7 1991 -11 20 AM
INTERSTATE COMMERCE COMMISSION

BILL OF SALE

THE KANSAS CITY SOUTHERN RAILWAY COMPANY (hereinafter called "KCS") in consideration of the sum of One Dollar ($1.00) and other good and valuable consideration paid by **GATX CAPITAL CORPORATION** (hereinafter called "GATX") the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, transfer, and set over unto GATX, its successors and assigns the following rotary gondola cars which have been delivered by KCS to GATX.

Description	Quantity	Railroad Road Nos.
4,000 cubic foot rotary gondolas	103	(See attached Appendix A)

TO HAVE AND TO HOLD all and singular, the railroad equipment above-described to GATX, its successors and assigns, for its and their own use and behoof forever.

KCS warrants to GATX, its successors and assigns, that at the time of execution of this Bill of Sale, KCS had legal title thereto and good and lawful right to sell such equipment and title to such equipment was free and clear of all claims, liens and encumbrances of any nature, and KCS covenants that it will defend such title against all claims and demands whatsoever.

IN WITNESS WHEREOF, KCS has caused this instrument to be

executed in its name by a duly authorized officer and its corporate seal to be hereunto affixed, duly attested, this 20th day of March, 1991.

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By _____

Its SENIOR VICE PRESIDENT AND CHIEF OPERATING OFFICER

ATTEST:

_____

Its Secretary

Approved As To Form

_____

Law Department

APPENDIX A
CAR NUMBERS

KCS 900001
KCS 900010
KCS 900028
KCS 900036
KCS 900044
KCS 900052
KCS 900061
KCS 900079
KCS 900087
KCS 900095
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KCS 900117
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