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1-158A012

ROBERT G. SHEPHERD, JR.
LOUIS E. GITOMER

FAX:
(202) 728-1196

June 7, 1991

RECORDATION NO 16133-C+B FILED 1991

JUN 7 1991 - 11 29 AM

INTERSTATE COMMERCE COMMISSION

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. 16133. We request that this Bill of Sale be recorded under Recordation No. 16133-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. 16133. We request that this Bill of Sale be recorded under Recordation No. 16133-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 16133-B, 103 4,000 cubic foot rotary gondolas with the numbers in Appendix A; and (2) in 16133-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

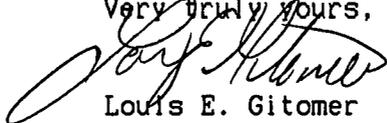
A short summary of the document to appear in the index follows:
Bills of Sale between Kansas City Southern Railway Company, 114 11th Street, Kansas City, MO 64105, and GATX Capital Corporation, Four Embarcadero

Courtesy of Howtrane 99

JUN 11 1991
RECORDED

Center, San Francisco, CA 94111: (1) in 16133-B, 103 4,000 cubic foot rotary gondolas with the numbers in Appendix A; and (2) in 16133-C, six 4,000 cubic foot rotary gondolas with the following numbers: KCS 900826, 900893, 900907, 900915, 900923, and 900931.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Louis E. Gitomer".

Louis E. Gitomer
Counsel for,
GATX Capital Corporation

Attachment

**APPENDIX A
CAR NUMBERS**

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

6/7/91

Interstate Commerce Commission
Washington, D.C. 20423

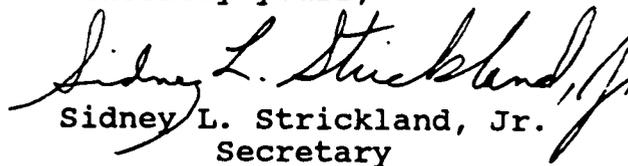
OFFICE OF THE SECRETARY

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

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 6/7/91 at 11:20am, and assigned recordation number(s). 16133-B&C, 16134-B&C 16135-B&C & 16136-B&C

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

161331 B
RECORDED BY _____

JUN 7 1991 - 11 30 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.

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

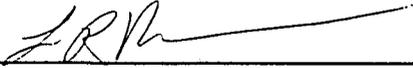
TO HAVE AND TO HOLD all and singular, the railroad equipment above-described to GATX, its successors and assigns, for its and their own use and behoof forever.

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

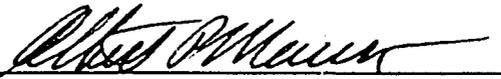
executed in its name by a duly authorized officer and its corporate seal to be hereunto affixed, duly attested, this 20th day of March, 1991.

**THE KANSAS CITY SOUTHERN RAILWAY
COMPANY**

By 

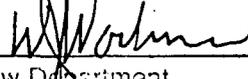
Its SENIOR VICE PRESIDENT AND CHIEF
OPERATING OFFICER

ATTEST:



Its Secretary

Approved As To Form

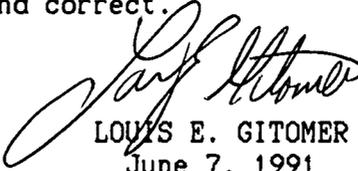

Law Department

**APPENDIX A
CAR NUMBERS**

KCS 900001	KCS 900443	KCS 900958
KCS 900010	KCS 900451	KCS 900966
KCS 900028	KCS 900460	KCS 900974
KCS 900036	KCS 900478	KCS 900982
KCS 900044	KCS 900486	KCS 900991
KCS 900052	KCS 900494	KCS 901008
KCS 900061	KCS 900508	KCS 901016
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KCS 900290	KCS 900737	
KCS 900303	KCS 900745	
KCS 900311	KCS 900753	
KCS 900320	KCS 900761	
KCS 900338	KCS 900770	
KCS 900346	KCS 900788	
KCS 900354	KCS 900796	
KCS 900362	KCS 900800	
KCS 900371	KCS 900818	
KCS 900389	KCS 900834	
KCS 900397	KCS 900842	
KCS 900401	KCS 900869	
KCS 900419	KCS 900877	
KCS 900427	KCS 900885	
KCS 900435	KCS 900940	

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy with the original Bill of Sale, dated March 20, 1991, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



LOUIS E. GITOMER
June 7, 1991