

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

114 WEST ELEVENTH STREET
KANSAS CITY, MISSOURI 64105-1804

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VICE PRESIDENT
AND GENERAL SOLICITOR

9345
NOV 8 1993
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ASSISTANT GENERAL COUNSEL
JOHN J. CONNOR
JAY M. NADLMAN
GENERAL ATTORNEYS

INTERSTATE COMMERCE COMMISSION
0100037014

Direct Dial:
(816) 556-0384

November 2, 1993

Secretary of the Commission
Interstate Commerce Commission
12th Street & Constitution Avenue
Washington, D.C. 20423

U.S. SEC. L.
NOV 9 10 19 AM '93
LICENSING BRANCH

Dear Secretary:

I have enclosed an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Bill of Sale and Release, a secondary document, dated October 27, 1993. The primary document to which this is connected is recorded under Recordation No. 9345.

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

- (1) Grantor, Chemical Bank, 450 West 33rd Street, New York, NY 10001-2697
- (2) Grantee, The Kansas City Southern Railway Company, 114 West Eleventh Street, Kansas City, MO 64105-1804

A description of the equipment covered by the document follows:

Two hundred 100-ton 50' Box Cars, see attached Exhibit B for road numbers.
One hundred 100-ton 60' Box Cars, see attached Exhibit C for road numbers.
Two hundred 100-ton 50' Box Cars, see attached Exhibit D for road numbers.
(All Box Cars are manufactured by ACF Industries, Incorporated)

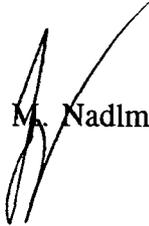
Ten SD 40-2 3,000 horsepower locomotives, KCS 677 through KCS 686 inclusive.
Two GP-38 2,000 horsepower locomotives, KCS 4010 and KCS 4011.
(Locomotives are manufactured by General Motors Corp., Electro-Motive Division)

Ten 50 Cubic Yards Air Dump Cars, KCS 470 through KCS 479 inclusive.
(Air Dump Cars manufactured by DIFCO, Inc.)

A fee of \$16.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to The Kansas City Southern Railway Company, 114 West Eleventh Street, Kansas City, MO 64105, Attn: Law Department.

A short summary of the document to appear in the index follows: Bill of Sale and Release to Equipment Covered by Conditional Sale Agreement dated March 15, 1978 between ACF Industries, Inc., General Motors Corporation (Electro-Motive Division) and DIFCO, Inc., and Louisiana & Arkansas Railway Company and The Kansas City Southern Railway Company, with Recordation No. 9345, dated October 27, 1993 covering two hundred 100-ton 50' Box Cars, one hundred 100-ton 60' Box Cars, two hundred 100-ton 50' Box Cars, ten SD 40-2 locomotives, Two GP 38-2 locomotives, and ten 50 cubic yards Air Dump Cars.

Very truly yours,


Jay M. Nadlman

JMN:jar

Enclosures

cc: William Holmes - KCSR
Glenn Booth - Chemical Bank

Interstate Commerce Commission
Washington, D.C. 20423

11/8/93

OFFICE OF THE SECRETARY

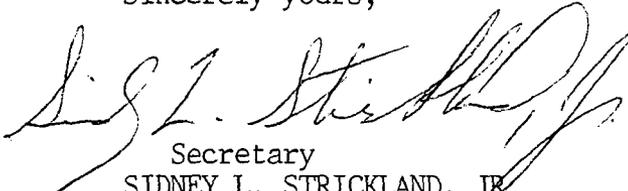
Jay M Nadlman
General Attorney
The Kansas City Southern Railway Co.
114 West Eleventh Street
Kansas City , Missouri 64105 -1804

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 11/8/93 at 10:25am , and assigned
recording number(s).

9345-A

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

3/14/94

RECORDED IN 9345-1A
NOV 8 1993 - 10 25 AM
INTERSTATE COMMERCE COMMISSION

BILL OF SALE

AND

RELEASE

From

CHEMICAL BANK

as Agent

of

EQUIPMENT COVERED BY

CONDITIONAL SALE AGREEMENT

DATED MARCH 15, 1978

BETWEEN

ACF INDUSTRIES, INCORPORATED, GENERAL MOTORS CORPORATION
(ELECTRO-MOTIVE DIVISION) and DIFCO, INC., The Builders

and

LOUISIANA & ARKANSAS RAILWAY COMPANY, The Railroad
and

THE KANSAS CITY SOUTHERN RAILWAY COMPANY, The Guarantor

BILL OF SALE

AND

RELEASE

KNOW ALL MEN BY THESE PRESENTS:

CHEMICAL BANK, as Agent, a New York Corporation (hereinafter called the Assignee), does hereby acknowledge and declare that:

(1) Pursuant to an Agreement and Assignment dated of March 15, 1978, it is the Assignee for a valuable consideration of all and singular the right, title and interest of ACF INDUSTRIES, INCORPORATED, GENERAL MOTORS CORPORATION (ELECTRO-MOTIVE DIVISION) and DIFCO, INC. (hereinafter called the Builder), in, under and to a Conditional Sale Agreement dated March 15, 1978, by and between the Builder and LOUISIANA & ARKANSAS RAILWAY COMPANY and THE KANSAS CITY SOUTHERN RAILWAY COMPANY, as Guarantor and successor in interest through merger to the Louisiana & Arkansas Railway Company (hereinafter called the Railroad), covering the construction, sale and delivery by the Builder to the Railroad of the railroad equipment shown on attached SCHEDULE B, bearing Railroad's Car Numbers as set forth in Schedules B-1, B-2 and B-3: which Conditional Sale Agreement and Agreement and Assignment, pursuant to 49 U.S.C. 11303 were filed and recorded with the Interstate Commerce Commission on April 26, 1978 at 2:25 PM and assigned Recordation No. 9345.

(2) All and singular the terms and conditions of said Conditional Sale Agreement to be by the Railroad done, carried out, complied with, and performed,

including payment of the purchase price of the above-described railroad equipment, with interest thereon, have been duly done, carried out, complied with and performed; and

(3) The Assignee hereby releases the above-described railroad equipment from liens and encumbrances created or retained in or by said Conditional Sale Agreement, or in said Agreement and Assignment.

The Assignee, in consideration of the sum of ONE DOLLAR (\$1.00) and other good and valuable consideration paid by the Railroad at or before the execution and delivery of these presents, the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, transfer and set-over unto the Railroad, its successors and assigns, the above-described railroad equipment.

To have and to hold all and singular the above-described railroad equipment to the Railroad, its successors and assigns, for its and their own use and behoof forever.

IN WITNESS WHEREOF, the Assignee has caused this instrument to be executed by its undersigned officers, and its corporate seal to be hereunto affixed, duly attested, this 27th day of October, 1993.

CHEMICAL BANK

By 

Its Assistant Vice President

ATTEST:


Its Trust Officer

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) ss.

On this 27th day of October, 1993, before me personally appeared Glenn Booth, to me personally known, who being duly sworn, says that he is an Assistant Vice President of CHEMICAL BANK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public
ANNABELLE DeLUCA
Notary Public, State of New York
No.01DE5013759
Qualified in Kings County
Certificate Filed in New York County
Commission Expires July 15, 1995

SCHEDULE B

<u>Builder</u>	<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Road Numbers (Inclusive)</u>	<u>Estimated Time and Place of Delivery</u>
ACF Industries, Incorporated	100-ton 50' Box Cars	XL	--	St. Louis, Mo.	200	\$41,659.80	\$ 8,331,960	See attached Schedule B-1	April-June 1978 at Bloomburg, Texas
ACF Industries, Incorporated	100-ton 60' Box Cars	XM	--	St. Louis, Mo.	100	42,698.50	4,269,850	See attached Schedule B-2	April-June 1978, at Bloomburg, Texas
ACF Industries, Incorporated	100-ton 50' Box Cars	XM	--	St. Louis, Mo.	200	36,964.20	7,392,840	See attached Schedule B-3	April-June 1978 at Bloomburg, Texas
General Motors Corporation (Electro-Motive Division)	3,000 h.p. diesel electric locomotive Model SD 40-2	--	--	LaGrange, Illinois	6	701,610	4,209,660	KCS 677- 682	April-June 1978 at Bloomburg, Texas
General Motors Corporation (Electro-Motive Division)	3,000 h.p. diesel electric locomotive Model SD40-2	--	--	LaGrange, Illinois	4	701,610	2,806,440	KCS 683- 686	April-June 1978 at Bloomburg, Texas

<u>Builder</u>	<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>Builder's Specifications</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Unit Base Price</u>	<u>Total Base Price</u>	<u>Road Numbers (Inclusive)</u>	<u>Estimated Time and Place of Delivery</u>
General Motors Corporation (Electro-Motive Division)	2,000 h.p. diesel electric locomotive Model GP-38	--	--	LaGrange, Illinois	2	525,000	1,050,000	KCS 4010 and 4011	April-June 1978 at Bloomburg, Texas
Difco Inc.	50 cubic yards Air Dump Cars	MWD	--	Findlay, Ohio	10	50,450.40	504,504	KCS 470-479	April-June 1978 at Bloomburg, Texas
							<u>\$28,565,254</u>		

50' XL BOX CARS

EXHIBIT B

KCS	152005	KCS	152561	KCS	153125	KCS	153681
KCS	152013	KCS	152579	KCS	153133	KCS	153699
KCS	152021	KCS	152587	KCS	153141	KCS	153702
KCS	152030	KCS	152595	KCS	153150	KCS	153711
KCS	152048	KCS	152609	KCS	153168	KCS	153729
KCS	152056	KCS	152617	KCS	153176	KCS	153737
KCS	152064	KCS	152625	KCS	153184	KCS	153745
KCS	152072	KCS	152633	KCS	153192	KCS	153753
KCS	152081	KCS	152641	KCS	153206	KCS	153761
KCS	152099	KCS	152650	KCS	153214	KCS	153770
KCS	152102	KCS	152668	KCS	153222	KCS	153788
KCS	152111	KCS	152676	KCS	153231	KCS	153796
KCS	152129	KCS	152684	KCS	153249	KCS	153800
KCS	152137	KCS	152692	KCS	153257	KCS	153818
KCS	152145	KCS	152706	KCS	153265	KCS	153826
KCS	152153	KCS	152714	KCS	153273	KCS	153834
KCS	152161	KCS	152722	KCS	153281	KCS	153842
KCS	152170	KCS	152731	KCS	153290	KCS	153851
KCS	152188	KCS	152749	KCS	153303	KCS	153869
KCS	152196	KCS	152757	KCS	153311	KCS	153877
KCS	152200	KCS	152765	KCS	153320	KCS	153885
KCS	152218	KCS	152773	KCS	153338	KCS	153893
KCS	152226	KCS	152781	KCS	153346	KCS	153907
KCS	152234	KCS	152790	KCS	153354	KCS	153915
KCS	152242	KCS	152803	KCS	153362	KCS	153923
KCS	152251	KCS	152811	KCS	153371	KCS	153931
KCS	152269	KCS	152820	KCS	153389	KCS	153940
KCS	152277	KCS	152838	KCS	153397	KCS	153958
KCS	152285	KCS	152846	KCS	153401	KCS	153966
KCS	152293	KCS	152854	KCS	153419	KCS	153974
KCS	152307	KCS	152862	KCS	153427	KCS	153982
KCS	152315	KCS	152871	KCS	153435	KCS	153991
KCS	152323	KCS	152889	KCS	153443		
KCS	152331	KCS	152897	KCS	153451		
KCS	152340	KCS	152901	KCS	153460		
KCS	152358	KCS	152919	KCS	153478		
KCS	152366	KCS	152927	KCS	153486		
KCS	152374	KCS	152935	KCS	153494		
KCS	152382	KCS	152943	KCS	153508		
KCS	152391	KCS	152951	KCS	153516		
KCS	152404	KCS	152960	KCS	153524		
KCS	152412	KCS	152978	KCS	153532		
KCS	152421	KCS	152986	KCS	153541		
KCS	152439	KCS	152994	KCS	153559		
KCS	152447	KCS	153001	KCS	153567		
KCS	152455	KCS	153010	KCS	153575		
KCS	152463	KCS	153028	KCS	153583		
KCS	152471	KCS	153036	KCS	153591		
KCS	152480	KCS	153044	KCS	153605		
KCS	152498	KCS	153052	KCS	153613		
KCS	152501	KCS	153061	KCS	153621		
KCS	152510	KCS	153079	KCS	153630		
KCS	152528	KCS	153087	KCS	153649		
KCS	152536	KCS	153095	KCS	153656		
KCS	152544	KCS	153109	KCS	153664		
KCS	152552	KCS	153117	KCS	153672		

60' XM BOX CARS

KCS	127507	KCS	128007
KCS	127515	KCS	128015
KCS	127523	KCS	128023
KCS	127531	KCS	128031
KCS	127540	KCS	128040
KCS	127558	KCS	128058
KCS	127566	KCS	128066
KCS	127574	KCS	128074
KCS	127582	KCS	128082
KCS	127591	KCS	128091
KCS	127604	KCS	128104
KCS	127612	KCS	128112
KCS	127621	KCS	128121
KCS	127639	KCS	128139
KCS	127647	KCS	128147
KCS	127655	KCS	128155
KCS	127663	KCS	128163
KCS	127671	KCS	128171
KCS	127680	KCS	128180
KCS	127698	KCS	128198
KCS	127701	KCS	128201
KCS	127710	KCS	128210
KCS	127728	KCS	128228
KCS	127736	KCS	128236
KCS	127744	KCS	128244
KCS	127752	KCS	128252
KCS	127761	KCS	128261
KCS	127779	KCS	128279
KCS	127787	KCS	128287
KCS	127795	KCS	128295
KCS	127809	KCS	128309
KCS	127817	KCS	128317
KCS	127825	KCS	128325
KCS	127833	KCS	128333
KCS	127841	KCS	128341
KCS	127850	KCS	128350
KCS	127868	KCS	128368
KCS	127876	KCS	128376
KCS	127884	KCS	128384
KCS	127892	KCS	128392
KCS	127906	KCS	128406
KCS	127914	KCS	128414
KCS	127922	KCS	128422
KCS	127931	KCS	128431
KCS	127949	KCS	128449
KCS	127957	KCS	128457
KCS	127965	KCS	128465
KCS	127973	KCS	128473
KCS	127981	KCS	128481
KCS	127990	KCS	128490

50' XM BOX CARS

EXHIBIT D

KCS 118001	KCS 118567	KCS 119121	KCS 119687
KCS 118010	KCS 118575	KCS 119130	KCS 119695
KCS 118028	KCS 118583	KCS 119148	KCS 119709
KCS 118036	KCS 118591	KCS 119156	KCS 119717
KCS 118044	KCS 118605	KCS 119164	KCS 119725
KCS 118052	KCS 118613	KCS 119172	KCS 119733
KCS 118061	KCS 118621	KCS 119181	KCS 119741
KCS 118079	KCS 118630	KCS 119199	KCS 119750
KCS 118087	KCS 118648	KCS 119202	KCS 119768
KCS 118095	KCS 118656	KCS 119211	KCS 119776
KCS 118109	KCS 118664	KCS 119229	KCS 119784
KCS 118117	KCS 118672	KCS 119237	KCS 119792
KCS 118125	KCS 118681	KCS 119245	KCS 119806
KCS 118133	KCS 118699	KCS 119253	KCS 119814
KCS 118141	KCS 118702	KCS 119261	KCS 119822
KCS 118150	KCS 118711	KCS 119270	KCS 119831
KCS 118168	KCS 118729	KCS 119288	KCS 119849
KCS 118176	KCS 118737	KCS 119296	KCS 119857
KCS 118184	KCS 118745	KCS 119300	KCS 119865
KCS 118192	KCS 118753	KCS 119318	KCS 119873
KCS 118206	KCS 118761	KCS 119326	KCS 119881
KCS 118214	KCS 118770	KCS 119334	KCS 119890
KCS 118222	KCS 118788	KCS 119342	KCS 119903
KCS 118231	KCS 118796	KCS 119351	KCS 119911
KCS 118249	KCS 118800	KCS 119369	KCS 119920
KCS 118257	KCS 118818	KCS 119377	KCS 119938
KCS 118265	KCS 118826	KCS 119385	KCS 119946
KCS 118273	KCS 118834	KCS 119393	KCS 119954
KCS 118281	KCS 118842	KCS 119407	KCS 119962
KCS 118290	KCS 118851	KCS 119415	KCS 119971
KCS 118303	KCS 118869	KCS 119423	KCS 119989
KCS 118311	KCS 118877	KCS 119431	KCS 119997
KCS 118320	KCS 118885	KCS 119440	
KCS 118338	KCS 118893	KCS 119458	
KCS 118346	KCS 118907	KCS 119466	
KCS 118354	KCS 118915	KCS 119474	
KCS 118362	KCS 118923	KCS 119482	
KCS 118371	KCS 118931	KCS 119491	
KCS 118389	KCS 118940	KCS 119504	
KCS 118397	KCS 118958	KCS 119512	
KCS 118401	KCS 118966	KCS 119521	
KCS 118419	KCS 118974	KCS 119539	
KCS 118427	KCS 118982	KCS 119547	
KCS 118435	KCS 118991	KCS 119555	
KCS 118443	KCS 119008	KCS 119563	
KCS 118451	KCS 119016	KCS 119571	
KCS 118460	KCS 119024	KCS 119580	
KCS 118478	KCS 119032	KCS 119598	
KCS 118486	KCS 119041	KCS 119601	
KCS 118494	KCS 119059	KCS 119610	
KCS 118508	KCS 119067	KCS 119628	
KCS 118516	KCS 119075	KCS 119636	
KCS 118524	KCS 119083	KCS 119644	
KCS 118532	KCS 119091	KCS 119652	
KCS 118541	KCS 119105	KCS 119661	
KCS 118559	KCS 119113	KCS 119679	