

**BALL JANIK LLP**

A T T O R N E Y S

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(202) 466-6532

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RECORDATION NO. 13340-C FILED 1425

OCT 17 1996 4 30 PM

INTERSTATE COMMERCE COMMISSION

October 17, 1996

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Bill of Sale and Release, a secondary document, dated July 12, 1996. The primary document to which this is connected is recorded under Recordation No. 13340. We request that this document be recorded under Recordation No. 13340-C.

The name and address of the party to the Bill of Sale and Release is:

Secured Party:

Chemical Bank, successor by merger to Chemical Bank New York Trust Company  
270 Park Ave.  
New York, NY 10017

A description of the equipment covered by the Bill of Sale and release consists of 10 GP-40-2 locomotives numbered KCS 796-797, inclusive, and 10 SD-50 locomotives numbered KCS 704-713, inclusive.

A fee of \$22.00 is enclosed. Please return the originals to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

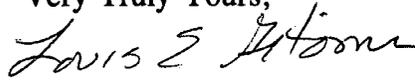
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BALL JANIK LLP

Honorable Vernon A. Williams  
October 15, 1996  
Page 2

A short summary of the documents to appear in the index follows: a Bill of Sale and Release by Chemical Bank, , successor by merger to Chemical Bank New York Trust Company, 270 Park Ave., New York, NY 10017, covering 2 GP-40-2 locomotives numbered KCS 796-797, inclusive, and 10 SD-50 locomotives numbered KCS 704-713, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

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BILL OF SALE AND RELEASE

KNOW ALL MEN BY THESE PRESENTS:

CHEMICAL BANK (hereinafter called the Assignee), does hereby acknowledge and declare that:

(1) Pursuant to an Agreement and Assignment dated as of November 30, 1981, it is the Assignee for a valuable consideration to all and singular the right, title and interest of GENERAL MOTORS CORPORATION (Electro-Motive Division) (hereinafter called the Builder), in, under and to a Conditional Sale Agreement dated as of November 30, 1981, by and between the Builder and THE KANSAS CITY SOUTHERN RAILWAY COMPANY (hereinafter called the Railroad), covering the construction, sale and delivery by the Builder to the Railroad of the railroad equipment shown on the attached Schedule B, bearing Railroad's Car Numbers as set forth in Schedule B which Conditional Sale Agreement and Agreement and Assignment, pursuant to 49 U.S.C. Section 11303 were filed and recorded with the Interstate Commerce Commission on November 30, 1981 and assigned Recordation Nos. 13340 and 13340-A, respectively.

(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

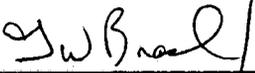
(3) The Assignee here by releases the above-described railroad equipment from liens and encumbrances created or retained in or by said Conditional Sale Agreement, or in said Agreement and Assignment.

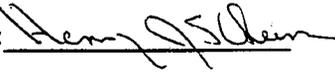
The Assignee, in consideration of the sum of ONE DOLLAR (\$1.00) and other good and valuable consideration paid by the Railroad at or before the execution and delivery of these presents, the receipt of which is hereby acknowledged, does hereby grant, bargain, sell, transfer and set-over unto the Railroad, 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 officer, and its corporate seal to be hereunto affixed, duly attested, this 12th day of July, 1996

CHEMICAL BANK

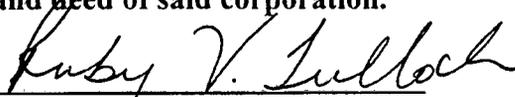
  
\_\_\_\_\_  
George W. Brash, Jr.  
Managing Director

ATTEST: 

HENRY J.S. CHEEVER  
VICE PRESIDENT

STATE OF NEW YORK )  
 )  
COUNTY OF NEW YORK)

On this 12th day of July, 1996, before me personally appeared George W. Brash, Jr., to me personally known, who being duly sworn, says that he is an officer of CHEMICAL BANK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission expires on:

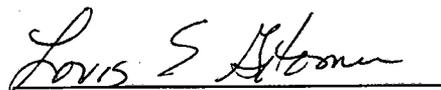
**RUBY V TULLOCH**  
Notary Public, State of New York  
No. 60-4769208  
Qualified in Westchester County  
Commission Expires May 31, 1998

SCHEDULE B

<u>Type</u>	<u>Builder's Specifications</u>	<u>AAR Mechanical Designation</u>	<u>Builder's Plant</u>	<u>Quantity</u>	<u>Railroad Road Numbers</u>	<u>Unit Base Price</u>	<u>Total Delivered Price</u>	<u>Estimated Time and Place of Delivery</u>
GP 40-2 Road Locomotives	8091	B-B	McCook, Illinois	2	KCS 796 KCS 797	\$799,080.00	\$1,608,015.60	Bloomburg, Texas November, 1981
10 SD-50 Road Locomotives	8115	C-C	McCook, Illinois	10	KCS 704- 713	\$954,310.00	<u>\$9,616,318.96</u>	Bloomburg, Texas November, 1981
							\$11,224,334.56	

## CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Bill of Sale and Release, dated July 12, 1996, 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.

A handwritten signature in cursive script, reading "Louis E. Gitomer", written in black ink. The signature is positioned above a horizontal line.

Louis E. Gitomer  
October 17, 1996