

BALL JANIK LLP

A T T O R N E Y S

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WASHINGTON, D.C. 20005

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FACSIMILE 202-783-6947

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OF COUNSEL
(202) 466-6532

lgitomer@bjllp.com

RECORDATION NO. 10739-B FILED REG
SEP 30 1996 4:28 PM
INTERSTATE COMMERCE COMMISSION

September 30, 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 April 3, 1995. The primary document to which this is connected is recorded under Recordation No. 10739. We request that one copy of this document be recorded under Recordation No. 10739-B.

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
100 100-ton gondola cars numbered KCS 800007, 800015, 800023, 800031, 800040,
800058, 800066, 800074, 800082, 800091, 800104, 800112, 800121, 800139, 800147,
800155, 800163, 800171, 800180, 800198, 800201, 800210, 800228, 800236, 800244,
800252, 800261, 800279, 800287, 800295, 800309, 800317, 800325, 800333, 800341,
800350, 800368, 800376, 800384, 800392, 800406, 800414, 800422, 800431, 800449,
800457, 800465, 800473, 800481, 800490, 800503, 800511, 800520, 800538, 800546,
800554, 800562, 800571, 800589, 800597, 800601, 800619, 800627, 800635, 800643,
800651, 800660, 800678, 800686, 800694, 800708, 800716, 800724, 800732, 800741,
800759, 800767, 800775, 800783, 800791, 800805, 800813, 800821, 800830, 800848,

Counterparts - [Signature]

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800856, 800864, 800872, 800881, 800899, 800902, 800911, 800929, 800937, 800945, 800953, 800961, 800970, 800988, and 800996; and 100 100-ton covered hopper cars numbered KCS 307254, 307262, 307271, 307289, 307297, 307301, 307319, 307327, 307335, 307343, 307351, 307360, 307378, 307386, 307394, 307408, 307416, 307424, 307432, 307441, 307459, 307467, 307475, 307483, 307491, 307505, 307513, 307521, 307530, 307548, 307556, 307564, 307572, 307581, 307599, 307602, 307611, 307629, 307637, 307645, 307653, 307661, 307670, 307688, 307696, 307700, 307718, 307726, 307734, 307742, 307751, 307769, 307777, 307785, 307793, 307807, 307815, 307823, 307831, 307840, 307858, 307866, 307874, 307882, 307891, 307904, 307912, 307921, 307939, 307947, 307955, 307963, 307971, 307980, 307998, 308005, 308013, 308021, 308030, 308048, 308056, 308064, 308072, 308081, 308099, 308102, 308111, 308129, 308137, 308145, 308153, 308161, 308170, 308188, 308196, 308200, 308218, 308226, 308234, and 308242.

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

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

A short summary of the document 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 100 100-ton gondola cars numbered KCS 800007, 800015, 800023, 800031, 800040, 800058, 800066, 800074, 800082, 800091, 800104, 800112, 800121, 800139, 800147, 800155, 800163, 800171, 800180, 800198, 800201, 800210, 800228, 800236, 800244, 800252, 800261, 800279, 800287, 800295, 800309, 800317, 800325, 800333, 800341, 800350, 800368, 800376, 800384, 800392, 800406, 800414, 800422, 800431, 800449, 800457, 800465, 800473, 800481, 800490, 800503, 800511, 800520, 800538, 800546, 800554, 800562, 800571, 800589, 800597, 800601, 800619, 800627, 800635, 800643, 800651, 800660, 800678, 800686, 800694, 800708, 800716, 800724, 800732, 800741, 800759, 800767, 800775, 800783, 800791, 800805, 800813, 800821, 800830, 800848, 800856, 800864, 800872, 800881, 800899, 800902, 800911, 800929, 800937, 800945, 800953, 800961, 800970, 800988, and 800996; and 100 100-ton covered hopper cars numbered KCS 307254, 307262, 307271, 307289, 307297, 307301, 307319, 307327, 307335, 307343, 307351, 307360, 307378, 307386, 307394, 307408, 307416, 307424, 307432, 307441, 307459, 307467,

BALL JANIK LLP

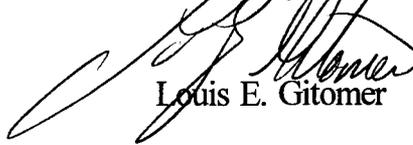
Honorable Vernon A. Williams

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307475, 307483, 307491, 307505, 307513, 307521, 307530, 307548, 307556, 307564,
307572, 307581, 307599, 307602, 307611, 307629, 307637, 307645, 307653, 307661,
307670, 307688, 307696, 307700, 307718, 307726, 307734, 307742, 307751, 307769,
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308072, 308081, 308099, 308102, 308111, 308129, 308137, 308145, 308153, 308161,
308170, 308188, 308196, 308200, 308218, 308226, 308234, and 308242.

Very Truly Yours,



Louis E. Gitomer

Enclosures

LA-11093

BILL OF SALE

AND

RELEASE

10739-B

SEP 3 0 1995

From

CHEMICAL BANK

as Agent

of

EQUIPMENT COVERED BY

CONDITIONAL SALE AGREEMENT

DATED JUNE 15, 1979

BETWEEN

**BETHLEHEM STEEL CORPORATION AND PULLMAN INCORPORATED
(PULLMAN STANDARD DIVISION), 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 as of June 15, 1979, it is the Assignee for a valuable consideration of all and singular the right, title and interest of BETHLEHEM STEEL CORPORATION and PULLMAN INCORPORATED (Pullman Standard Division) (hereinafter called the Builder), in, under and to a Conditional Sale Agreement dated June 15, 1979, 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 Railroad 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 Schedule B 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 13, 1979 and assigned Recordation No. 10739.**
- (2) All and singular the terms and conditions of said Conditional Sale Agreement to be by the Railroad done, carried out, complied with, and**

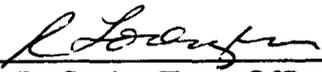
performed, including payment of the purchase price of the above-described railroad equipment, with interest thereon, have been duly done, carried out, complied with and performed; and

(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 3rd day of April , 1995.

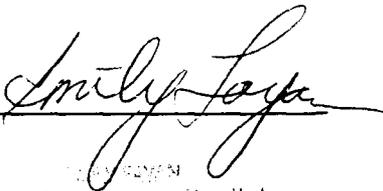
CHEMICAL BANK

By 
Its Senior Trust Officer

ATTEST: 
Its Trust Officer

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this 3rd day of April, 1995, before me personally appeared R. Lorenzen, to me personally known, who being duly sworn, says that he is a Senior Trust Officer 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.



EMILY LOPEZ
Notary Public, State of New York
No. 24-4737046
Qualified in Kings County
Commission Expires 04/07/1995

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</u>	<u>Estimated Time and Place of Delivery</u>
Bethlehem Steel Corporation	100-ton high side, fixed end, steel floor gondola cars	GB	DF-3400-505	Johnstown, Pa.	100	\$38,600	\$3,860,000	Note 1	December 1979- January 1980 at Johnstown, Pa.
Pullman Incorporated	100-ton 4750 cubic foot capacity covered hopper cars	LO	3782 February 10, 1978, as amended	Butler, Pa.	100	41,000	4,100,000	Note 2	December 1979 at Butler, Pa.
							<u>Total</u>		\$7,960,000

Note 1:

KCS 800007	KCS 800104	KCS 800201	KCS 800309	KCS 800406	KCS 800503	KCS 800601	KCS 800708	KCS 800805	KCS 800902
KCS 800015	KCS 800112	KCS 800210	KCS 800317	KCS 800414	KCS 800511	KCS 800619	KCS 800716	KCS 800813	KCS 800911
KCS 800023	KCS 800121	KCS 800228	KCS 800325	KCS 800422	KCS 800520	KCS 800627	KCS 800724	KCS 800821	KCS 800929
KCS 800031	KCS 800139	KCS 800236	KCS 800333	KCS 800431	KCS 800538	KCS 800635	KCS 800732	KCS 800830	KCS 800937
KCS 800040	KCS 800147	KCS 800244	KCS 800341	KCS 800449	KCS 800546	KCS 800643	KCS 800741	KCS 800848	KCS 800945
KCS 800058	KCS 800155	KCS 800252	KCS 800350	KCS 800457	KCS 800554	KCS 800651	KCS 800759	KCS 800856	KCS 800953
KCS 800066	KCS 800163	KCS 800261	KCS 800368	KCS 800465	KCS 800562	KCS 800660	KCS 800767	KCS 800864	KCS 800961
KCS 800074	KCS 800171	KCS 800279	KCS 800376	KCS 800473	KCS 800571	KCS 800678	KCS 800775	KCS 800872	KCS 800970
KCS 800082	KCS 800180	KCS 800287	KCS 800384	KCS 800481	KCS 800589	KCS 800686	KCS 800783	KCS 800881	KCS 800988
KCS 800091	KCS 800198	KCS 800295	KCS 800392	KCS 800490	KCS 800597	KCS 800694	KCS 800791	KCS 800899	KCS 800996

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</u>	<u>Estimated Time and Place of Delivery</u>
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KCS 800023	KCS 800121	KCS 800228	KCS 800325	KCS 800422	KCS 800520	KCS 800627	KCS 800724	KCS 800821	KCS 800929
KCS 800031	KCS 800139	KCS 800236	KCS 800333	KCS 800431	KCS 800538	KCS 800635	KCS 800732	KCS 800830	KCS 800937
KCS 800040	KCS 800147	KCS 800244	KCS 800341	KCS 800449	KCS 800546	KCS 800643	KCS 800741	KCS 800848	KCS 800945
KCS 800058	KCS 800155	KCS 800252	KCS 800350	KCS 800457	KCS 800554	KCS 800651	KCS 800759	KCS 800856	KCS 800953
KCS 800066	KCS 800163	KCS 800261	KCS 800368	KCS 800465	KCS 800562	KCS 800660	KCS 800767	KCS 800864	KCS 800961
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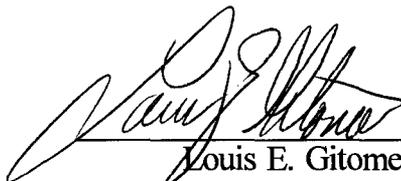
Note 2:

KCS 307254	KCS 307351	KCS 307459	KCS 307556	KCS 307653	KCS 307751	KCS 307858	KCS 307955	KCS 308056	KCS 308153
KCS 307262	KCS 307360	KCS 307467	KCS 307564	KCS 307661	KCS 307769	KCS 307866	KCS 307963	KCS 308064	KCS 308161
KCS 307271	KCS 307378	KCS 307475	KCS 307572	KCS 307670	KCS 307777	KCS 307874	KCS 307971	KCS 308072	KCS 308170
KCS 307289	KCS 307386	KCS 307483	KCS 307581	KCS 307688	KCS 307785	KCS 307882	KCS 307980	KCS 308081	KCS 308188
KCS 307297	KCS 307394	KCS 307491	KCS 307599	KCS 307696	KCS 307793	KCS 307891	KCS 307998	KCS 308099	KCS 308196
KCS 307301	KCS 307408	KCS 307505	KCS 307602	KCS 307700	KCS 307807	KCS 307904	KCS 308005	KCS 308102	KCS 308200
KCS 307319	KCS 307416	KCS 307513	KCS 307611	KCS 307718	KCS 307815	KCS 307912	KCS 308013	KCS 308111	KCS 308218
KCS 307327	KCS 307424	KCS 307521	KCS 307629	KCS 307726	KCS 307823	KCS 307921	KCS 308021	KCS 308129	KCS 308226
KCS 307335	KCS 307432	KCS 307530	KCS 307637	KCS 307734	KCS 307831	KCS 307939	KCS 308030	KCS 308137	KCS 308234
KCS 307343	KCS 307441	KCS 307548	KCS 307645	KCS 307742	KCS 307840	KCS 307947	KCS 308048	KCS 308145	KCS 308242

KCS 309912 - SEE Doc # 27

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Bill of Sale and Release, dated April 3, 1995, 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
September 30, 1996