BALL JANIK LLP

ATTORNEYS

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005
www.balljanik.com
TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

RECORDATION NO. 12551-A FILED

JUN 28 '01 12-13 PM

SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532
lgitomer@bjllp.com

June 28, 2001

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 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 as of June 21, 2001. The primary document to which this is connected is recorded under Recordation No. 12551. We request that one copy of this document be recorded under Recordation No. 12551-A.

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

Secured Party:

Metropolitan Life Insurance Company
One Madison Avenue
New York, NY 10010

A description of the equipment covered by the Bill of Sale and Release consists of 100 125-ton pulpwood cars and 130 100-ton wood chip cars identified in the attachment.

A fee of $28.00 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 Metropolitan Life Insurance Company, One Madison Avenue, New York, NY 10010, covering 100 125-ton pulpwood cars and 130 100-ton wood chip cars identified in the attachment.

Very Truly Yours,

Louis E. Gitomer

Enclosures

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SURFACE TRANSPORTATION BOARD

SCHEDULE B

Type	Builder's Specifications	AAR Mechanical Designation	Builder's Plant	Quantity	Railroad Road Numbers	Estimated Time and Place of Delivery
125-ton Pulpwood Cars (Builder--United-American Car Co.)	80-49D(W0109)	LP	Cartersville, Georgia	100	Note 1	Dec., 1980-Jan., 1981 Cartersville, Georgia.
100-ton Wood Chip Hopper Cars (Builder--Greenville Steel Car Company)	H-6052	HT	Greenville, Pennsylvania	130	Note 2	April, 1981-May, 1981 Greenville, Pennsylvania.

Note 2: KCS 503002, KCS 503011, KCS 503029, KCS 503037, KCS 503045, KCS 503053, KCS 503061, KCS 503070, KCS 503088, KCS 503096, KCS 503100, KCS 503118, KCS 503126, KCS 503134, KCS 503142, KCS 503151, KCS 503169, KCS 503177, KCS 503185, KCS 503193, KCS 503207, KCS 503215, KCS 503223, KCS 503231, KCS 503240, KCS 503258, KCS 503266, KCS 503274, KCS 503282, KCS 503291, KCS 503304, KCS 503312, KCS 503321, KCS 503339, KCS 503347, KCS 503355, KCS 503363, KCS 503371, KCS 503380, KCS 503398, KCS 503401, KCS 503410, KCS 503428, KCS 503436, KCS 503444, KCS 503452, KCS 503461, KCS 503479, KCS 503487, KCS 503495, KCS 503509, KCS 503517, KCS 503525, KCS 503533, KCS 503541, KCS 503550, KCS 503568, KCS 503576, KCS 503584, KCS 503592, KCS 503606, KCS 503614, KCS 503622, KCS 503631, KCS 503649, KCS 503657, KCS 503665, KCS 503673, KCS 503681, KCS 503690, KCS 503703, KCS 503711, KCS 503720, KCS 503738, KCS 503746, KCS 503754, KCS 503762, KCS 503771, KCS 503789, KCS 503797, KCS 503801, KCS 503819, KCS 503827, KCS 503835, KCS 503843, KCS 503851, KCS 503860, KCS 503878, KCS 503886, KCS 503894, KCS 503908, KCS 503916, KCS 503924, KCS 503932, KCS 503941, KCS 503959, KCS 503967, KCS 503975, KCS 503983, KCS 503991, KCS 504009, KCS 504017, KCS 504025, KCS 504033, KCS 504041, KCS 504050, KCS 504068, KCS 504076, KCS 504084, KCS 504092, KCS 504106, KCS 504114, KCS 504122, KCS 504131, KCS 504149, KCS 504157, KCS 504165, KCS 504173, KCS 504181, KCS 504190, KCS 504203, KCS 504211, KCS 504220, KCS 504238, KCS 504246, KCS 504254, KCS 504262, KCS 504271, KCS 504289, KCS 504297.

Note 1: KCS 605905, KCS 605913, KCS 605921, KCS 605930, KCS 605948, KCS 605956, KCS 605964, KCS 605972, KCS 605981, KCS 605999, KCS 606006, KCS 606014, KCS 606022, KCS 606031, KCS 606049, KCS 606057, KCS 606065, KCS 606073, KCS 606081, KCS 606090, KCS 606103, KCS 606111, KCS 606120, KCS 606138, KCS 606146, KCS 606154, KCS 606162, KCS 606171, KCS 606189, KCS 606197, KCS 606201, KCS 606219, KCS 606227, KCS 606235, KCS 606243, KCS 606251, KCS 606260, KCS 606278, KCS 606286, KCS 606294, KCS 606308, KCS 606316, KCS 606324, KCS 606332, KCS 606341, KCS 606359, KCS 606367, KCS 606375, KCS 606383, KCS 606391, KCS 606405, KCS 606413, KCS 606421, KCS 606430, KCS 606448, KCS 606456, KCS 606464, KCS 606472, KCS 606481, KCS 606499, KCS 606502, KCS 606511, KCS 606529, KCS 606537, KCS 606545, KCS 606553, KCS 606561, KCS 606570, KCS 606588, KCS 606596, KCS 606600, KCS 606618, KCS 606626, KCS 606634, KCS 606642, KCS 606651, KCS 606669, KCS 606677, KCS 606685, KCS 606693, KCS 606707, KCS 606715, KCS 606723, KCS 606731, KCS 606740, KCS 606758, KCS 606766, KCS 606774, KCS 606782, KCS 606791, KCS 606804, KCS 606812, KCS 606821, KCS 606839, KCS 606847, KCS 606855, KCS 606863, KCS 606871, KCS 606880, KCS 606898.

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SURFACE TRANSPORTATION BOARD

BILL OF SALE

And

RELEASE

From

METROPOLITAN LIFE INSURANCE COMPANY

Of

EQUIPMENT COVERED BY

CONDITIONAL SALE AGREEMENT

DATED AS OF NOVEMBER 15, 1980

BETWEEN

UNITED-AMERICAN CAR CO.,

GREENVILLE STEEL CAR COMPANY

And

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

BILL OF SALE

AND

RELEASE

KNOW ALL MEN BY THESE PRESENTS:

METROPOLITAN LIFE INSURANCE COMPANY (hereinafter called the Assignee) does hereby acknowledge and declare that:

1. Pursuant to an Agreement and Assignment dated as of November 15, 1980, it is the Assignee for a valuable consideration of all and singular the right, title and interest of UNITED-AMERICAN CAR CO., and GREENVILLE STEEL CAR COMPANY (hereinafter called the Builders), in, under and to a Conditional Sale Agreement dated as of November 15, 1980, by and between the Builders and THE KANSAS CITY SOUTHERN RAILWAY COMPANY (hereinafter called the Railroad), covering the construction, sale and delivery by the Builders 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. § 11303 were filed and recorded with the Interstate Commerce Commission on December 9, 1980 and assigned Recordation No. 12551.

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, without representation or warranty of any kind, RGC 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 21st day of ~~May~~ June, 2001.

METROPOLITAN LIFE INSURANCE COMPANY,
Assignee as aforesaid

By: Richard Clarke
Its: Associate General Counsel

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

On this 21st day of ~~May~~ June, 2001, before me personally appeared Richard Clarke, to me personally known, who being duly sworn, says that he is an officer of METROPOLITAN LIFE INSURANCE COMPANY, 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.

Pennie Vakkas
NOTARY PUBLIC

My Commission expires on 3/8/03

PENNIE VAKKAS
Notary Public, State of New York
No. 5009208
Qualified in Nassau County
Commission Expires March 8, 2003

SCHEDULE B

Type	Builder's Specifications	AAR Mechanical Designation	Builder's Plant	Quantity	Railroad Road Numbers	Estimated Time and Place of Delivery
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CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Bill of Sale and Release dated as of June 21, 2001 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 28, 2001