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RECORDATION NO. 25161 FILED

AUG 26 '04 4-08 PM

SURFACE TRANSPORTATION BOARD



1201 Walnut, Suite 2800
Kansas City, MO 64106-2150

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August 17, 2004

Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: Recordation

Dear Secretary:

On behalf of our client, Union Station Kansas City, Inc. enclosed are two original fully executed counterparts of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code. This document is a Bill of Sale, a primary document, dated July 23, 2004.

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

Seller: Henry J. Castro
c/o David E. Fons, Jr., Esq.
Suite 2
6251 West Forest Home Avenue
Milwaukee, WI 53220-1916

Buyer: Union Station Kansas City, Inc.
30 West Pershing Road
Kansas City, MO 64108
Attn: President

A description of equipment covered by the document follows:

Locomotive 109A – F7 – built by EMD in 1951.

Railroad Post Office Car 1259 – built in 1948 and converted to RPO in 1956.

Sleeping Car 24 (Jefferson River) – 6 Roomette, 8 Duplex Roomette, 4 Double Bedroom built in 1949 by the Pullman Company.

Dining Car 170 – 48 seat diner / lounge built in 1948.

KANSAS CITY
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Secretary
August 17, 2004
Page 2

Round End Observation Lounge 1292 (Going to-the-Sun Mountain) – built by American Car & Foundry in 1951.

Caboose – Built in 1942.

Observation / Lounge (Alaska) – Built in 1911 by Smith & Barney Company. Rebuilt by The Milwaukee Road in 1941 and reconditioned again in 1984.

Railroad Post Office Car – This car was probably built in the late 1940's and converted to a RPO car in the 1950's.

(2) Baggage Cars – Two baggage cars were built in the late 1930's.

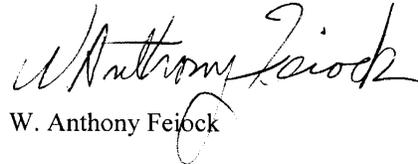
A check for the fee of \$30 is enclosed. Please return one of the original counterparts to the undersigned.

A short summary of the document to appear in the Index follows:

Bill of Sale by which Henry J. Castro, Seller, sells and conveys to Railroading Division of Union Station Kansas City, Inc., a division of Union Station Kansas City, Inc., a Missouri not-for-profit corporation, the following collection of vintage railroad cars, and related equipment and memorabilia: (1) Locomotive 109A; (1) Railroad Post Office Car 1259; (1) Sleeping Car 24 (Jefferson River); (1) Dining Car 170; (1) Round End Observation Lounge 1292 (Going to-the-Sun Mountain); (1) Caboose; (1) Observation / Lounge (Alaska); (1) Railroad Post Office Car; (2) Baggage Cars.

Very truly yours,

STINSON MORRISON HECKER LLP



W. Anthony Fejock

WAF/bac
Enclosures

AUG 26 '04 4-08 PM

BILL OF SALE

SURFACE TRANSPORTATION BOARD

Pursuant to the Sale and Purchase Agreement dated July 15, 2003 as heretofore amended, the seller, Henry J. Castro, hereby sells to the Railroading Division of Union Station Kansas City Inc., a Division of Union Station Kansas City Inc., a Missouri nonprofit corporation, the buyer, the following collection of railroad cars, equipment, and memorabilia, intending hereby to transfer all incidents of ownership to the buyer. All of seller's representations and warranties set forth in the Sale and Purchase Agreement dated July 15, 2003, as amended, are preserved herein.

Locomotive 109A - F7 built by EMD in 1951.

Railroad Post Office Car 1259 - built in 1948 and converted to RPO in 1956.

Sleeping Car 24 (Jefferson River) - 6 Roomette, 8 Duplex Roomette, 4 Double Bedroom built in 1949 by the Pullman Company.

Dining Car 170 - 48 seat diner/lounge built in 1948.

Round End Observation Lounge 1292 (Going to-the-Sun Mountain) - built by American Car & Foundry in 1951.

Caboose - Built in 1942.

Observation/Lounge (Alaska) - Built in 1911 by Smith & Barney Company. Rebuilt by The Milwaukee Road in 1941 and reconditioned again in 1984.

Railroad Post Office Car - This car was probably built in the late 1940's and converted to a RPO car in the 1950's.

Baggage Cars - Two baggage cars were built in the late 1930's.

China - over 5500 pieces from 40 railroads. 55 different pieces in 150 patterns.

Holloware - over 450 pieces from 35 different railroads. 215 different pieces in various patterns.

Flatware - over 1600 pieces from 20 railroads.

Ladles - 12 different from the C.M. & ST.P., IC, C & NW and C.R.I. & P.

Glasses - over 550 glasses from over 20 different railroads. 30 different styles.

Dining Car Uniforms, Coats, Jackets - over 900 pieces from 6 different railroads.

Dining Car Linen - over 15,000 pieces from 5 different railroads (cloths, tops, napkins)

Sleeping Car Linen - over 260 roomette and bedroom sheets, some with railroad marks. Over 200 pillow slips with railroad marks.

Sleeping Car Blankets - over 100 Pullman blankets.

Hand Towels - over 150 from Pullman and 30 other railroads.

Headrests - over 250 from 19 railroads. 40 different.

Conductor/Trainman Uniforms - 10 uniforms from 6 different railroads.

Conductor/Trainman Hats - 7 hats

Conductor/Trainman Hat Badges - over 25 badges from 6 different railroads. 15 different styles.

Railroad Furniture - over 105 pieces of various chairs and ashstands. (These items addition to the Chairs and ashstands in cars #170 and #1292.)

Railroad Fixtures - over 70 pieces (shades, chandeliers, light fixtures, lamps, etc.)

Railroad Hardware - 32 pieces from various railroads. (Bells, whistles, headlights, tailend markers.)

Railroad Car Signs & Number Boards - over 40 that vary in length from 2' to 12' from 8 different Railroads. 24 different styles.

Railroad Trust Plates - 26 from various railroads that were attached to the outside of equipment.

Railroad Station Signs - Railroad Express Agency, 1' X 6' - two different styles: Great Northern 36" dia: Soo Line, 3' X 3'.

Railroad Cat's Eyes Signs - 3 white porcelain RR Crossing, 1 black porcelain RR crossing, 1 "Stop" sign, metal.

Railroad Baggage Carts - 6 carts, some with steel wheels side rails.

Small Track Inspection Car - used to inspect & repair track.

Railroad Switch Stand - complete

Railroad Timetables - over 290 from 60 different railroads. 168 different.

Railroad Lanterns, Switch Lamps & Marker Lamps - over 30 types of lamps from various roads.

Large Railroad Pictures in Frames - over 25 from various railroads.

Railroad Playing Cards - over 65 decks from 24 railroads, 45 different.

Railroad Menus - over 115 from 16 railroads, 62 different.

Railroad Items - over 50,000 from many different railroads. Matches, pens, pencils, placemats, cocktail napkins, dinner napkins, cocktail Coasters, sheet music, ink blotters, desk mats, meal checks, conductor pouches, note pads, shipping tags, magazines, annual reports, advertising buttons, glass and china ashtrays, cook hats, Freedom Train Memorabilia, children's bibs, decals, waiter badges, jeffy ashtrays, Pullman metal table ashtrays, cocktail stirrers, First Aid kits, lap boards, canvas stretcher, cookbooks, service manuals, railroad memos and correspondence, date nails, tin emblems, Hanburger Bags, waybills, rule books, belt buckles and other miscellaneous items.

Railroad Tickets, Stubs and Envelopes - over 280 from 50 different railroads, 200 different.

Large Railroad Pictures & Posters - over 100 from various railroads.

Railroad Calendars & Maps - over 45 from various railroads. Includes large Amtrak system map (3' X 4') that hung from the ceiling in Chicago Union Station in the Early 1970's. It is believed to be a one of a kind item that shows the Amtrak system when it started in 1971.

Old Railroad Books, Blueprints from 1870 to 1970 - over 500 pages of boiler reports and Roundhouse prints.

Old Railroad Handbills & Vouchers - 31 from 8 railroads, (1870's - 1900's)

Railroad Locomotive and Equipment Manuals - over 300 covering the past 70 years.

Railroad Stock Certificates and Coupons - over 60 from 9 different railroads.

