

# Taylor, Morell & Gitomer

June 10, 1993

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RECORDATION NO. 8785-D FILED 1425

JUN 10 1993 1:25 AM

INTERSTATE COMMERCE COMMISSION

Honorable Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

Dear Secretary Strickland:

I have enclosed the original and three certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The document is a Bill of Sale, a secondary document, dated as of May 10, 1993. The primary documents to which this document is connected are recorded under Recordation Nos. 8784 and 8785. We request that this document be recorded under Recordation Nos. 8784-D and 8785-D.

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

Seller:

BA Leasing & Capital Corporation,  
successor to BameriLease, Inc., and Pacific Systems, Inc.  
Four Embarcadero Center  
12th Floor  
San Francisco, CA 94111

Purchaser:

GATX Capital Corporation  
Four Embarcadero Center  
Suite 2200  
San Francisco, CA 94111

A description of the equipment covered by the document consists of 146 70-ton open-top hopper cars numbered BN 548850-548907, 548909-548933, 548935-548942, 548944-548965, and 548967-548999, all inclusive. The following cars are casualties BN 548908, 548934, 548943, and 548966.

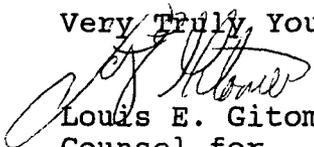
*(Handwritten signature)*

A fee of \$32.00 is enclosed. Please return the original and one certified copy to:

Louis E. Gitomer  
Taylor, Morell & Gitomer  
Suite 210  
919 18th Street, N.W.  
Washington, DC 20006

A short summary of the document to appear in the index follows: a Bill of Sale, dated May 10, 1993, between BA Leasing & Capital Corporation, successor to BameriLease, Inc., and Pacific Systems, Inc., Four Embarcadero Center, 12th Floor, San Francisco, CA 94111, and GATX Capital Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, covering: 146 70-ton open-top hopper cars numbered BN 548850-548907, 548909-548933, 548935-548942, 548944-548965, and 548967-548999, all inclusive.

Very Truly Yours,



Louis E. Gitomer  
Counsel for  
GATX Capital Corporation

RECORDATION NO. 8785-A FILED 1425

JUN 10 1993 1:25AM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

FOR VALUE RECEIVED, the undersigned ("Seller") hereby sells to GATX Capital Corporation ("Buyer") the property ("Units") described below. THE UNITS ARE SOLD "AS IS" AND WHEREVER NOW LOCATED AND SELLER HAS NOT MADE, AND DOES NOT HEREBY MAKE, ANY REPRESENTATION OR WARRANTY WITH RESPECT TO THE MERCHANTABILITY, CONDITION, QUALITY, DESCRIPTION, DURABILITY, OR SUITABILITY OR SUCH UNITS IN ANY RESPECT OR IN CONNECTION WITH OR FOR THE PURPOSES AND USES OF BUYER, except that such Units are free and clear of all claims, liens, security interests and other encumbrances.

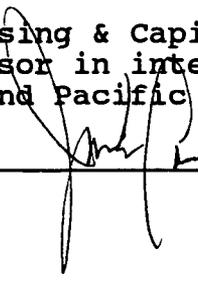
DESCRIPTION:

146 70-ton Rebuilt Open-top Hopper Railcars Marked and Numbered as follows, inclusive:

- BN548850 - BN548907
- BN548909 - BN548933
- BN548935 - BN548942
- BN548944 - BN548965
- BN548967 - BN548999

Dated: May 10, 1993

BA Leasing & Capital Corporation  
successor in interest to BameriLease,  
Inc. and Pacific Systems, Inc.

By  ACP

**CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT**

No. 51

State of CALIFORNIA  
County of SAN FRANCISCO

On May 10, 1993 before me, Julie A. Cross  
DATE NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"

personally appeared JACK COOPER  
NAME(S) OF SIGNER(S)

personally known to me - OR -  proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Julie A. Cross  
SIGNATURE OF NOTARY

**OPTIONAL SECTION  
CAPACITY CLAIMED BY SIGNER**

Though statute does not require the Notary to fill in the data below, doing so may prove invaluable to persons relying on the document.

- INDIVIDUAL
- CORPORATE OFFICER(S)  
VICE PRESIDENT  
TITLE(S)
- PARTNER(S)  LIMITED  
 GENERAL
- ATTORNEY-IN-FACT
- TRUSTEE(S)
- GUARDIAN/CONSERVATOR
- OTHER: \_\_\_\_\_

**SIGNER IS REPRESENTING:**

NAME OF PERSON(S) OR ENTITY(IES)  
BA Leasing & Capital Corporation

**OPTIONAL SECTION**

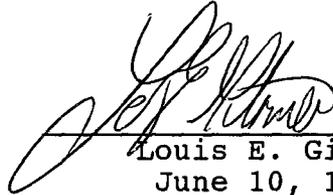
THIS CERTIFICATE MUST BE ATTACHED TO THE DOCUMENT DESCRIBED AT RIGHT:

Though the data requested here is not required by law, it could prevent fraudulent reattachment of this form.

TITLE OR TYPE OF DOCUMENT BILL OF SALE  
NUMBER OF PAGES 1 DATE OF DOCUMENT NONE  
SIGNER(S) OTHER THAN NAMED ABOVE \_\_\_\_\_

**CERTIFICATION**

I, LOUIS E. GITOMER, have compared this copy of the original Bill of Sale dated as of May 10, 1993, 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 black ink, appearing to read "Louis E. Gitomer", is written over a horizontal line. The signature is stylized and cursive.

Louis E. Gitomer  
June 10, 1993