

Taylor, Morell & Gitomer

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February 25, 1993

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

RECORDATION NO. 7447-F FILED 1425

FEB 25 1993 3:05 PM

INTERSTATE COMMERCE COMMISSION

Dear Secretary Strickland:

I have enclosed duplicate originals and four 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 October 31, 1992. The primary documents to which this is connected are recorded under Recordation Nos. 7447, 7494, and 7536. We request that this document be recorded under Recordation Nos. 7447-F, 7494-D, and 7536-C.

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

Seller:

First Trust of California, National Association, as
successor to Bankers Trust Company of California,
National Association, successor to Wells Fargo Bank,
N.A.
101 California Street
Suite 1150
San Francisco, CA 94111

Buyer:

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

A description of the equipment covered by the document consists of 83 100-ton open top hopper cars numbered WP 10086-10178, inclusive, and two heavy duty flat cars numbered WP 1601-1602.

A fee of \$48.00 is enclosed. Please return the originals and one certified copy to:

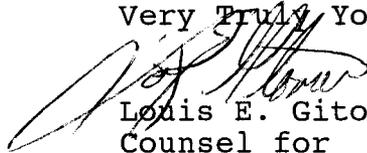
C. Douglas Justice
James

Honorable Sidney L. Strickland
February 25, 1993
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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 by First Trust of California, National Association, as successor to Bankers Trust Company of California, National Association, successor to Wells Fargo Bank, N.A., 101 California Street, Suite 1150, San Francisco, CA 94111, to GATX Third Aircraft Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, covering 83 open top hopper cars numbered WP 10086-10178, inclusive, and two heavy duty flat cars numbered WP 1601-1602.

Very Truly Yours,



Louis E. Gitomer
Counsel for
GATX Third Aircraft Corporation

RECORDATION NO. 744 FILED

FEB 25 1993 3:05 PM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

In consideration of the sum of Ten Dollars and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, First Trust of California, National Association (as successor to Bankers Trust Company of California, National Association, successor to Wells Fargo Bank, N.A.), not in its individual capacity but as owner trustee ("Trustee") under that certain Trust Agreement, dated as of January 15, 1974 hereby sells, grants, transfers and delivers all its right, title and interest in and to the equipment described on the attached Schedule A (the "Equipment") to GATX Third Aircraft Corporation, its successors and assigns, to have and to hold forever. The Equipment is sold "as is" and "where is". The description of the Equipment is for the sole purpose of identifying it and is not part of the basis of the bargain.

Seller hereby warrants that it is transferring title to the Equipment hereunder free and clear of all liens created by, through or under Seller.

THE WARRANTY SET FORTH IN THE FOREGOING SENTENCE IS EXCLUSIVE AND IN LIEU OF ALL OTHER WARRANTIES OF SELLER, WHETHER WRITTEN, ORAL OR IMPLIED, SELLER SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS FOR ANY USE, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN THE EQUIPMENT.

IN WITNESS WHEREOF, the undersigned has caused this Bill of Sale to be duly executed as of the date set forth below.

Dated as of October 31, 1992

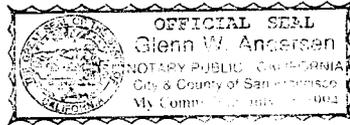
FIRST TRUST OF CALIFORNIA, NATIONAL ASSOCIATION,
not individually but solely as Trustee under Trust Agreement dated as of January 15, 1974

By: Jacqueline Alliege
Its: ASSISTANT SECRETARY

State of California)
)
County of San Francisco)

On February 22, 1993 before me, Glenn W. Andersen, Notary Public, personally appeared Jacqueline Alliegro, personally known to me ~~or proved to me on the basis of satisfactory evidence~~ to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in ~~his~~/her authorized capacity, and that by ~~his~~/her signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



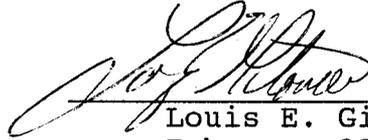
Glenn W. Andersen
Notary Public

EXHIBIT A
to Bill of Sale

<u>Description</u>	<u>Car Numbers</u>	<u>Number of Units</u>
Open-top hoppers	WP10086 through WP10178	83
heavy duty flat cars	WP1601 through WP1602	2

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy of the original Bill of Sale dated as October 31, 1992, 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
February 25, 1993