



BankAmerica
Leasing & Capital Group
 Subsidiaries of BankAmerica Corporation

• 19163 -A
 RECORDATION NO. _____ FILED 1425

JAN 10 1995 -11 55 AM

INTERSTATE COMMERCE COMMISSION

January 6, 1994

Interstate Commerce Commission
 c/o Alvord and Alvord
 918 Sixteenth Street, N.W.
 Suite 200
 Washington, D.C. 20006-2973

RE: Bill of Sale (the "Bill of Sale") dated December 29, 1994 from Consolidated Rail Corporation, as Seller to BA Leasing & Capital Corporation, as Buyer (One GM GP35 Rebuilt Locomotive Bearing CR 2262)

Dear Sir/Madam:

This is to confirm that the attached Bill of Sale is a certified copy of the original.

Sincerely,

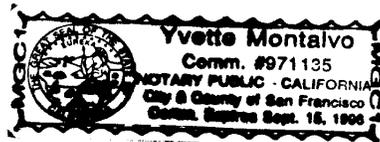
BA LEASING & CAPITAL CORPORATION

Albert Z. Norona
 Vice President

Att.

Sworn and subscribed before me this 6th day of JANUARY, 1995.

Notary Public Yvette Montalvo



CONRAIL LOCOMOTIVE

RECORDATION NO. _____ FILED 1425

BILL OF SALE

JAN 10 1995 - 11 55 AM

INTERSTATE COMMERCE COMMISSION

Consolidated Rail Corporation ("Seller"), in consideration of the terms of the Purchase Agreement dated as of August 15, 1994 between Seller and BA Leasing & Capital Corporation ("Buyer") and other good valuable consideration, does hereby sell and transfer, to Buyer, all of the rights, title and interests in the locomotives described and set forth below.

Former CR 2262
Now ACR 3501

Seller represents and warrants to Buyer, its successors and assigns, that Seller has good and legal title to the Locomotives and is transferring them free of all claims, liens, or encumbrances and that Seller has a lawful right to sell the locomotives.

IN WITNESS WHEREOF, seller has caused this instrument to be executed in its name by a duly authorized officer this 29th day of December 1994.

Sworn and subscribed before me this 30th day of December, 1994.

By: CR Medonh

Nancy G. DeLozier

Title: General Manager Manufacturing

Notarial Seal
Nancy G. DeLozier, Notary Public
Altoona, Blair County
My Commission Expires July 11, 1998
Member, Pennsylvania Association of Notaries