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19623 + A  
RECORDATION NO. FILED  
OF COUNSEL  
URBAN A. LESTER

SEP 29 1995 11 50 AM

INTERSTATE COMMERCE COMMISSION

September 29, 1995

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

RECEIVED  
OFFICE OF THE  
SECRETARY  
SEP 29 11 47 AM '95  
LICENSING BRANCH

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies of a Railroad Equipment Lease, dated as of September 29, 1995, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177 and two (2) copies of a Bill of Sale, dated as of September 29, 1995, a secondary document thereto.

The names and addresses of the parties to the enclosed documents are:

|               |                |  |
|---------------|----------------|--|
| <i>buyer</i>  | <b>Lessor:</b> | ATEL Cash Distribution Fund VI, L.P.<br>235 Pine Street<br>San Francisco, California 94104 |
| <i>seller</i> | <b>Lessee:</b> | Consolidated Rail Corporation<br>2001 Market Street<br>Philadelphia, Pennsylvania 19101    |

A description of the railroad equipment covered by the enclosed documents is:

sixty-three (63) locomotives CR 6441 through CR 6503, inclusive

*Counterparts - Kim Bartman*

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Also enclosed is a check in the amount of \$42.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

SEP 29 1995 - 11 50 AM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

Consolidated Rail Corporation (the "Seller"), in consideration Twenty Two Million Two Hundred Seventy Nine Thousand Sixty Eight Dollars and 00/100 Cents (\$22,279,068.00) paid by ATEL Cash Distribution Fund VI, L.P., a California limited partnership (the "Buyer"), receipt of which is acknowledged, hereby grants, sells, assigns, transfers and delivers to Buyer the GM-EMD SD40-2 and related equipment (the "Equipment") described in Exhibit A attached hereto along with whatever claims and rights Seller may have against the manufacturer and/or supplier of the Equipment (the "Supplier"), including but not limited to all warranties and representations.

Buyer is purchasing the Equipment for leasing back to Seller pursuant to a Railroad Equipment Lease dated as of September 29, 1995 (the "Lease"). Seller represents and warrants to Buyer that (1) Buyer will acquire by the terms of this Bill of Sale good title to the Equipment free from all liens and encumbrances whatsoever, (2) Seller has the right to sell the Equipment, and (3) the Equipment has been delivered by Seller in good order and condition, and conforms to the specifications, requirements and standards applicable thereto including, but not limited to the Interchange Rules of the Association of American Railroads, the Federal Railroad Administration, the Interstate Commerce Commission and the Department of Transportation.

IN WITNESS WHEREOF, Seller has executed this Bill of Sale as of this 29th day of September, 1995.

SELLER:

CONSOLIDATED RAIL CORPORATION

By: *Thomas F. McGowan*Name: THOMAS F. MCGOWANTitle: DIRECTOR - FINANCING

COPY

EXHIBIT A

Description of Equipment

| <u>TYPE</u>   | <u>BUILDER</u>   | <u>QUANTITY</u> | <u>LESSEE'S<br/>IDENTIFICATION<br/>NUMBERS (INCLUSIVE)</u> |
|---|--|-----------------|--|
| 3000 H.P.<br>Model SD40-2<br>Diesel Electric<br>Locomotives | General Motors<br>Corporation<br>(Electro-Motive<br>Division | 63              | CR 6441-CR 6503  |

This Equipment excludes the following severable improvements which have been added since manufacture and were not original equipment:

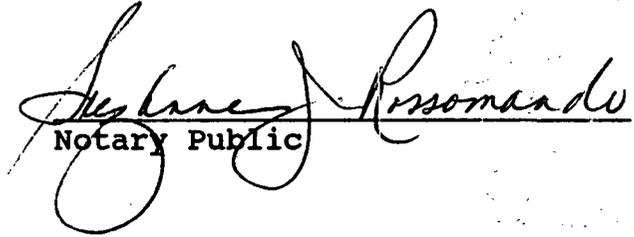
Locomotive Speed Limiter (LSL)

Cab Signal

96 Channel Conrail Frequency Radios and Telemetry

COMMONWEALTH OF PENNSYLVANIA )  
 )  
COUNTY OF PHILADELPHIA ) ss.

The foregoing instrument was acknowledged before me this 29  
day of September 1995, by Thomas J. McGraw, the \_\_\_\_\_  
Director - Finance of Consolidated Rail  
Corporation, a Pennsylvania corporation, on behalf of the  
corporation.

  
Notary Public

NOTARIAL SEAL  
Suzanne J. Rossomando, Notary Public  
City of Philadelphia, Phila. County  
My Commission Expires June 28, 1999