

BILL OF SALE

MAR 24 1993 2-35 PM

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, Boatmen's First National Bank of Kansas ("Seller") hereby sells, grants, transfers and delivers all its right, title and interest in and to the equipment described on the attached Schedule 4.1(f) (the "Equipment") to GATX Third Aircraft Corporation ("Purchaser"), its successors and assigns, to have and to hold forever. This Bill of Sale is the Bill of Sale referred to in that certain Purchase Agreement, dated as of March 15, 1993, between Seller and Purchaser (the "Purchase Agreement"). Capitalized terms used herein and not otherwise defined have the meanings set forth in the Purchase Agreement.

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 to Purchaser hereunder free and clear of all liens, other than any liens created by or permitted under the Lease.

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, CONDITION OF, VALUE OR OPERATION OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP OR THE ABSENCE OF ANY DEFECT 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 March 19, 1993

BOATMEN'S FIRST NATIONAL BANK OF KANSAS

By: [Signature]
Its: VICE PRESIDENT

SELLER

State of ~~California~~ Missouri)
County of ~~San Francisco~~ Jackson)

On March 19, 1993 before me, Vicki J. Capra, Notary Public, personally appeared Gary L. Cherry, 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 he 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.

Vicki J. Capra
Notary Public

VICKI J. CAPRA
Notary Public - State of Missouri
Commissioned in Jackson
My Commission Expires March 30, 1994

PURCHASER

State of California)
County of San Francisco)

On _____ before me, _____, Notary Public, personally appeared _____, 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 he 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.

Notary Public

Schedule 4.1(f)
Lease Property

Ninety-nine (99) 100-ton, 60 foot, Plate F (high cube) boxcars with double plug doors (16 foot opening) on each side, 50K floors, and sliding sill cushioning.

Lessor's Total Cost: \$3,716,199

<u>Road Number</u>	<u>No. of Units</u>	<u>Unit Cost</u>	<u>Total Cost</u>
GTW 384500- GTW 384514, GTW 384516- GTW 384557	57	\$39,350	\$2,242,950
GTW 384558- GTW 384576	19	35,700	678,300
GTW 384600- GTW 384622	<u>23</u>	34,563	<u>794,949</u>
Totals:	99		\$3,716,199