

Taylor, Morell & Gitomer

November 5, 1992

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RECORDATION NO **17991** FILED 1425

Honorable Sidney L. Strickland
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

NOV 5 1992-3 05 PM

INTERSTATE COMMERCE COMMISSION 310A023

Dear Secretary Strickland:

I have enclosed an original and one copy of the document described below to be recorded pursuant to 49 U.S.C. § 11303.

The document is a Bill of Sale, a primary document, dated as of April 21, 1992.

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

Seller:

GATX Leasing National, Limited
150 King Street West
Toronto, Ontario MH51J9

Purchaser:

GATX Third Aircraft Corporation
Four Embarcadero Center
San Francisco, California 94111

A description of the equipment covered by the Bill of Sale consists of: 15 SD 40-2 locomotives numbered GSCX 7359-7372, inclusive. 7373

A fee of \$16.00 is enclosed. Please return the original to:

Louis E. 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, a primary document, dated as of April 21, 1992, between the Seller, GATX Leasing National, Limited, 150 King Street West, Toronto, Ontario MH51J9, and the Purchaser, GATX Third Aircraft Corporation, Four

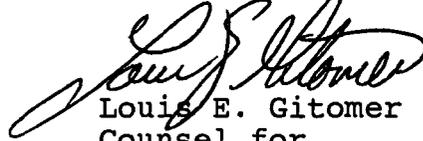
NOV 5 2 54 PM '92
MOTOR CARRIER BILL

Handwritten signature: Louis E. Gitomer

Honorable Sidney L. Strickland
November 5, 1992
Page 2

Embarcadero Center, San Francisco, California 94111,
covering 15 SD 40-2 locomotives numbered GSCX 7359-7373,
inclusive.

Very truly yours,



Louis E. Gitomer
Counsel for
GATX Third Aircraft Corporation

LEG/jsh

Attachments

NOV 3 1992-3 05 PM BILL OF SALE

INTERSTATE MERCE COMMISSION
In consideration of the sum of Ten Dollars and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, GATX Leasing National, Limited (the "Seller") 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 (the "Purchaser"), 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, 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 as of April 21, 1992

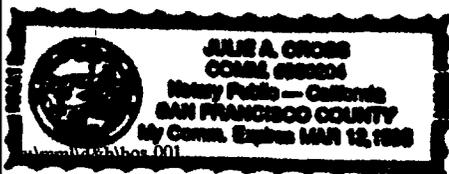
GATX LEASING NATIONAL, LIMITED

By: Thomas C. Noed
Its: VICE PRESIDENT

STATE OF CALIFORNIA)
COUNTY OF SAN FRANCISCO) ss.

On November 3, 1992, before me Julie A. Cross, the undersigned Notary Public, personally appeared Thomas C. Noed, 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 as Vice President of GATX Leasing National Limited and acknowledged that he executed it.

Witness my hand and official seal.



Julie A. Cross
Notary Public

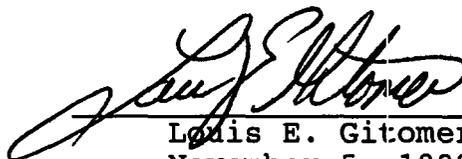
SCHEDULE A TO BILL OF SALE

Fifteen (15) SD40-2 locomotives with road numbers as follows:

**GSCX 7359
GSCX 7360
GSCX 7361
GSCX 7362
GSCX 7363
GSCX 7364
GSCX 7365
GSCX 7366
GSCX 7367
GSCX 7368
GSCX 7369
GSCX 7370
GSCX 7371
GSCX 7372
GSCX 7373**

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy of the original Bill of Sale, dated April 21, 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.

A handwritten signature in cursive script, appearing to read "Louis E. Gitomer", is written over a horizontal line.

Louis E. Gitomer
November 5, 1992