

Taylor, Morell & Gitomer

Suite 210
919 18th St., N.W.
Washington, DC 20006
(202) 466-6530/FAX (202) 466-6528

Suite 230
310 Golden Shore
Long Beach, CA 90802
(310) 436-2519/FAX (310) 436-5393

January 24, 1994

RECORDED 10126 F
JAN 24 RECD 10 49 AM '94
INTERSTATE COMMERCE COMMISSION

Direct Dial: (202) 466-6532

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

Dear Secretary Strickland:

I have enclosed three originals and one certified copy the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The document is a Bill of Sale, dated January 14, 1994, a secondary document. The primary document to which this is connected is recorded under Recordation No. 10126. We request that this document be recorded under Recordation No. 10126-F.

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

Seller:

City National Bank
400 North Roxbury Drive
Beverly Hills, CA 90210

Purchaser:

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

A description of the equipment covered by the document consists of 20 GP38-2 2,000 horsepower diesel electric locomotives numbered LN 6011-6030, inclusive, 19 SD40-2 3,000 horsepower diesel electric locomotives numbered LN 8000-8018, inclusive, and 15 C30-7 3,000 horsepower diesel electric locomotives numbered LN 7000-7008, inclusive, and LN 7010-7015, inclusive.

Judith McDonald
Counterparts

RECEIVED
OFFICE OF THE
SECRETARY
JAN 24 10 49 AM 1994
LICENSING BRANCH

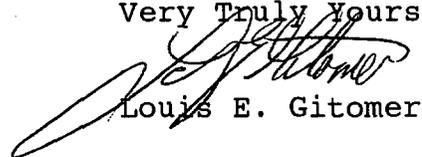
Honorable Sidney L. Strickland, Jr.
January 24, 1994
Page 2

A fee of \$18.00 is enclosed. Please return the three originals to:

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: Bill of Sale, between City National Bank, 400 North Roxbury Drive, Beverly Hills, CA 90210, and GATX Capital Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, covering 20 GP38-2 2,000 horsepower diesel electric locomotives numbered LN 6011-6030, inclusive, 19 SD40-2 3,000 horsepower diesel electric locomotives numbered LN 8000-8018, inclusive, and 15 C30-7 3,000 horsepower diesel electric locomotives numbered LN 7000-7008, inclusive, and LN 7010-7015, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

10/26 F 9
JAN 24 REC'D - 1994
CITY NATIONAL BANK

BILL OF SALE

(Trust Agreement dated as of January 1, 1979)

In consideration of the sum of Ten Dollars and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, City National Bank ("Seller") hereby sells, grants, transfers and delivers all of its right, title and interest in and to the Beneficial Interest covering the equipment described on the attached Schedule 4.1(f) (the "Lease Property") to GATX Capital 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 the date set forth above, 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 LEASE PROPERTY IS SOLD "AS IS" AND "WHERE IS". The description of the Lease Property 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 Lease Property to Purchaser hereunder free and clear of all Liens, other than any liens created by or permitted under the Lease.

THE WARRANTIES OF SELLER HEREIN AND IN ANY OTHER SALE DOCUMENT ARE EXCLUSIVE AND IN LIEU OF ALL OTHER WARRANTIES OF SELLER, WHETHER WRITTEN, ORAL OR IMPLIED, SELLER SHALL NOT, BY VIRTUE OF HAVING SOLD THE LEASE PROPERTY, 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 LEASE PROPERTY.

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

Dated January 14, 1994

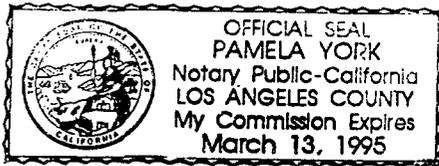
CITY NATIONAL BANK

By: Frank P. Pickett
Its: EK v.P. + CPC

State of California)
County of Los Angeles)

On January 13, 1994 before me, Pamela York, Notary Public, personally appeared FRANK P. PEKNY, 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.



Pamela York
Notary Public

**SCHEDULE 4.1(f)
LEASE PROPERTY**

<u>TYPE</u>	<u>LESSOR'S UNIT COST</u>	<u>QUANTITY</u>	<u>ROAD NUMBERS</u>	<u>UNIT PURCHASE PRICE</u>
<u>Lease #1</u>				
GP38-2 2,000 Horsepower Locomotives Mfd. by General Motors' Electro-Motive Division in 1978	\$540,285	20	6011-6030	\$72,037
SD40-2 3,000 Horsepower Locomotives Mfd. by General Motors' Electro-Motive Division in 1978	\$652,980	19	8000-8018	\$67,727
C30-7 3,000 Horsepower Locomotives Mfd. by General Electric in 1978	\$675,436	15	7000-7008 7010-7015	\$42,278

LEASE PROPERTY SUBJECT TO CASUALTY OCCURRENCES

<u>TYPE</u>	<u>QUANTITY</u>	<u>ROAD NUMBER(S)</u>
C30-7 3,000 Horsepower Locomotives Mfd. by General Electric in 1978	1	7009

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Bill of Sale, dated January 14, 1994, 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", written over a horizontal line.

Louis E. Gitomer
January 24, 1994