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March 22, 1994

RECORDATION NO. 7860-D FILED 1425

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MAR 22 1994 - 11 05 AM

INTERSTATE COMMERCE COMMISSION

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

Dear Secretary Strickland:

I have enclosed the original and three certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The document is a Bill of Sale, dated September 28, 1990, a secondary document. The primary documents to which this is connected are recorded under Recordation Nos. 7859 and 7860. We request that this document be recorded under Recordation Nos. 7859-D and 7860-D.

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

Seller:

United States Trust Company of New York
130 John Street
New York, NY 10038

Buyer:

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

A description of the equipment covered by the document consists of four SD40-2 3,000 horsepower diesel locomotives numbered MP 3179, 3183, 3194, and 3200, and seven SD40-2 3,000 horsepower diesel locomotives numbered UP 4165, 4167, 4168, 4170, 4172, 4181, and 4199.

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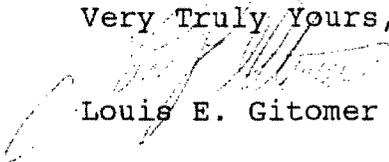
Honorable Sidney L. Strickland, Jr.
March 22, 1994
Page 2

A fee of \$36.00 is enclosed. Please return the original and one certified copy to:

Louis E. Gitomer
Of Counsel
Ball, Janik & Novack
Suite 1035
1101 Pennsylvania Avenue, N.W.
Washington, DC 20004

A short summary of the document to appear in the index follows: Bill of Sale from United States Trust Company of New York, 130 John Street, New York, NY 10038, to GATX Capital Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, covering four SD40-2 3,000 horsepower diesel locomotives numbered MP 3179, 3183, 3194, and 3200, and seven SD40-2 3,000 horsepower diesel locomotives numbered UP 4165, 4167, 4168, 4170, 4172, 4181, and 4199.

Very Truly Yours,



Louis E. Gitomer

Enclosure

RECORDATION NO. 7860-17 FILED 1994

MAR 22 1994 - 11 05 AM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

THIS BILL OF SALE ("Bill of Sale") is made this 28th day of September, 1990 by United States Trust Company of New York as owner trustee ("**Seller**") in favor of GATX Capital Corporation ("**Buyer**").

R E C I T A L S

A. Seller and Buyer entered into an Agreement of Purchase and Sale of Locomotives dated as of August 14, 1990 (the "**Agreement**") for the sale of thirty (30) SD 40-2 locomotives.

B. Seller desires to give this Bill of Sale for the purpose of effecting the purchase and sale of eleven (11) of the Locomotives as more fully described in Exhibit A attached hereto (the "**Locomotives**") pursuant to the provisions of the Agreement.

For the sum of \$1.00 and other good and valuable consideration, the adequacy and receipt of which is acknowledged by Seller, **SELLER AGREES AS FOLLOWS:**

1. Sale of Equipment. Seller does hereby sell, convey, assign and transfer to Buyer the Locomotives. The Locomotives are sold "as is," "where is, and "with all faults." Seller hereby sells, assigns and transfers to Buyer any and all such rights and benefits as Seller may now or hereafter have under any warranty, guarantee or indemnity with respect to the Locomotives against any manufacturer or supplier thereof or any part thereof, on any contractor or subcontractor or any such manufacturer or supplier.

2. Warranty of Ownership. Seller does hereby covenant and warrant that it is the lawful owner of the Locomotives and has good, indefeasible, valid and marketable title in and to the Locomotives free and clear of all claims, liens, encumbrances, security interests and rights of third parties of any nature whatsoever arising by or through Seller and Seller has the right to sell the same.

Seller represents and warrants that it is not required to comply with any bulk sales or similar laws with respect to the sale of the Locomotives.

3. Indemnity. Seller will warrant and defend title to the Locomotives against all and every person and persons whomsoever claiming or laying claim to the same by or through Seller.

Seller hereby agrees to indemnify Buyer and hold it harmless from and against any and all loss, cost, damage or expense (including reasonable attorneys fees) it may suffer as a result of any claims, demands, suits, actions, causes of action, recoveries or judgments arising out of any claim of title to the Locomotives or any lien thereon and arising on or prior to the date hereof, by any person described in the first paragraph of this Section.

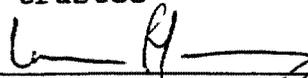
4. No Rights in Third Party. Nothing expressed or implied in this Bill of Sale is intended to confer upon any person other than parties hereto and their respective successors and assigns, any rights, remedies, obligations or liabilities under or by reason of this Bill of Sale.

5. Successors and Assigns. This Bill of Sale shall be binding upon and inure to the benefit of Seller and Buyer and their respective successors and assigns.

6. Governing Law. This Bill of Sale shall be construed in accordance with, and governed by, the laws of the state of New York.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed by its officer thereunto duly authorized on the day and year first above written.

UNITED STATES TRUST COMPANY OF NEW YORK,
as owner trustee

By: 

Title: Assistant Vice President

ATTEST:

By: 

Title: Assistant Secretary

STATE OF NEW YORK)
COUNTY OF New York) S

On this 28th day of September, 1990, before me personally came Louis P. Young, to me known, who, being by me duly sworn, did depose and say that he/she is the Asst. Vice Pres. of United States Trust Co. of N.Y., a New York corporation, and he acknowledged to me he executed the Bill of Sale as - Asst. Vice Pres. on behalf of said corporation by order of its Board of Directors and that such Bill of Sale was the free act and deed of said corporation.

Witness my hand and official seal.



Notary Public in and for
said State

My commission expires:

THOMAS McCUTCHEON
NOTARY PUBLIC, State of New York
No. 4336095
Qualified in Nassau County
Commission Expires April 16, 1992

EXHIBIT A
TO
BILL OF SALE

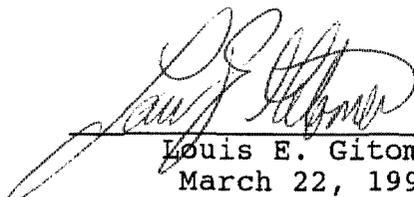
DESCRIPTION OF EQUIPMENT

<u>Description</u>	<u>Equipment</u>	<u>Markings</u>
SD40-2 locomotives	MP	3179
built by Electro-Motive	MP	3183
Division of General Motors	MP	3194
in 1975	MP	3200
	UP	4165
	UP	4167
	UP	4168
	UP	4170
	UP	4172
	UP	4181
	UP	4199

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CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Bill of Sale, dated September 28, 1990, 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.



Louis E. Gitomer
March 22, 1994