

10157-2
OCT 15 1996 3:45 PM

BILL OF SALE

For and in consideration of the sum of Ten Dollars (\$10.00) and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, **General Electric Capital Corporation**, a New York corporation (herein "Seller"), owner of the full legal and beneficial title of the equipment described below (herein the "Equipment"):

Twenty-Five (25) GP-40-2 Locomotives, as Shown on Attached Exhibit A,

does hereby sell, grant and deliver all its right, title and interest in and to said Equipment unto **Southern Leasing Corporation** (hereinafter "Purchaser") and its successors and assigns, to have and to hold said Equipment forever. **THE EQUIPMENT IS SOLD "AS IS" AND "WHERE IS."**

SELLER MAKES NO WARRANTIES, EXPRESS OR IMPLIED, OF ANY KIND OR NATURE EXCEPT THAT (1) BUYER WILL ACQUIRE GOOD AND MARKETABLE TITLE TO THE EQUIPMENT FREE FROM ALL ENCUMBRANCES AND LIENS (EXCEPT FOR ANY DEFECT IN TITLE OR ANY ENCUMBRANCES OR LIENS ARISING BY REASON OF THE ACTS OF BUYER) AND SELLER COVENANTS THAT IT SHALL WARRANT AND DEFEND SUCH TITLE TO THE EQUIPMENT AGAINST ALL LAWFUL CLAIMS AND DEMANDS, AND (2) SELLER IS THE LAWFUL OWNER OF THE EQUIPMENT AND HAS THE RIGHT TO SELL THE EQUIPMENT. SELLER MAKES NO WARRANTIES WITH RESPECT TO THE QUALITY, CONTENT, CONDITION, MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE OF THE EQUIPMENT AND NO WARRANTIES AGAINST PATENT INFRINGEMENT OR THE LIKE; IT BEING AGREED THAT ALL SUCH RISKS ARE TO BE BORNE BY BUYER AND THAT SELLER SHALL IN NO EVENT BE RESPONSIBLE FOR ANY DIRECT, INCIDENTAL OR CONSEQUENTIAL DAMAGES (INCLUDING STRICT LIABILITY IN TORT) ARISING THEREFROM.

THE WARRANTY SET FORTH IN THE FOREGOING PARAGRAPH IS EXCLUSIVE AND IN LIEU OF ALL OTHER WARRANTIES OF SELLER, WHETHER WRITTEN, ORAL OR IMPLIED.

IN WITNESS WHEREOF, we have set our hand this 4th day of January, 1995

GENERAL ELECTRIC CAPITAL CORPORATION

By: W. Lechner

Title: MG M- OPERATIONS

EXHIBIT A

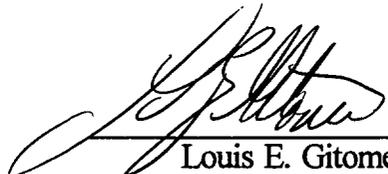
25 GP-40-2 Locomotives bearing the following identification:

Road Number

BN 3040	BN 3053
BN 3041	BN 3054
BN 3042	BN 3055
BN 3043	BN 3056
BN 3044	BN 3057
BN 3045	BN 3058
BN 3046	BN 3059
BN 3047	BN 3060
BN 3048	BN 3061
BN 3049	BN 3062
BN 3050	BN 3063
BN 3051	BN 3064
BN 3052	

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Bill of Sale, dated January 4, 1995, 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
October 15, 1996