

JAN 26 1993 9:25 AM

**BILL OF SALE**

INTERSTATE COMMERCE COMMISSION

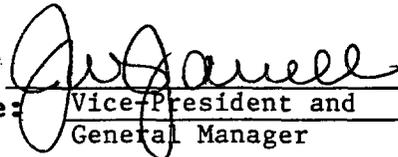
KNOW ALL MEN BY THESE PRESENTS, that Electro-Motive Division, General Motors Corporation, a Delaware corporation with an office and principal place of business at 9301 W. 55th Street, La Grange, Illinois 60525 ("Seller"), for and in consideration of the sum of Ten (\$10.00) Dollars and other good and valuable consideration received from ATEL Cash Distribution Fund IV, a California limited partnership with an office and principal place of business at 235 Pine Street, 6th Floor, San Francisco, California 94104 ("Buyer"), the receipt and sufficiency of which is hereby acknowledged by Seller, has bargained, sold, transferred, assigned, set over and conveyed, and by these presents does hereby bargain, sell, transfer, assign, set over and convey unto Buyer, its successors and assigns forever the equipment described in the Schedule A annexed hereto (the "Equipment").

Seller represents and warrants to Buyer that Seller has and hereby conveys to Buyer good and marketable title to the Equipment, free and clear of all liens, claims, charges and encumbrances, direct or indirect, except for the lien in favor of Seller pursuant to the Remarketing Agreement between Buyer and Seller dated as of December 30, 1992 and as specified in the following paragraph, that Seller is the lawful owner of the Equipment and that Seller has a good and lawful right to sell the same and will defend said title.

By acceptance of this Bill of Sale, Buyer agrees and acknowledges that its interest in the Equipment conveyed to it by this Bill of Sale is subject and subordinate to the rights of Burlington Northern under the Burlington Lease, as those terms are defined in a certain purchase agreement between Seller and Buyer dated as of December 30, 1992 (the "Purchase Agreement").

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed as of this 2th day of January, 1993.

ELECTRO-MOTIVE DIVISION  
GENERAL MOTORS CORPORATION

By:   
Title: Vice-President and  
General Manager



235 PINE STREET  
6TH FLOOR  
SAN FRANCISCO  
CALIFORNIA 94104  
FAX (415) 989-3796  
(415) 989-8600

**SCHEDULE A**

January 7, 1993

**Road Number**

EMD	6304
EMD	6312
EMD	6314
EMD	6047
EMD	6049
EMD	6041
EMD	6042
EMD	6040
EMD	6048
EMD	6045

**TOTAL LOCOMOTIVES: 10**

/mbo

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State of Illinois )  
County of Cook ) ss.

On this 7th day of January, 1993, before me personally appeared John W. Jarrell, to me personally known, who, being by me duly sworn, did say that he is a Vice-President and General Manager of Electro-Motive Division, General Motors Corporation, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

*Paula D'Adamo*

Notary Public

My commission expires:

\_\_\_\_\_



State of \_\_\_\_\_ )  
County of \_\_\_\_\_ ) ss.

On this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, did say that he is a \_\_\_\_\_ of \_\_\_\_\_, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

\_\_\_\_\_  
Notary Public

My commission expires:

\_\_\_\_\_