

BALL, JANIK & NOVACK  
ATTORNEYS AT LAW  
1101 PENNSYLVANIA AVE N W, SUITE 1035  
WASHINGTON D C 20004  
TELEPHONE (202) 638-3307  
TELECOPY (202) 783-6947

101 S W MAIN ST SUITE 1100  
PORTLAND OREGON 97204 3274  
TELEPHONE (503) 228-2525  
TELECOPY (503) 295-1058

October 20, 1994

RECORDATION NO. 17794-B FILED 1425  
OCT 20 1994 -3 35 PM  
INTERSTATE COMMERCE COMMISSION

Louis E. Gitomer  
Direct Dial: (202)466-6532

Honorable Vernon A. Williams  
Acting Secretary  
Interstate Commerce Commission  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals and two certified copies of the first document described below, and two originals and six certified copies of the second document described below, both to be recorded pursuant to 49 U.S.C. § 11303.

I. The first document is a Partial Lease and Lien Termination Instrument, dated October 7, 1994, a secondary document. The primary documents to which this document is connected are recorded under Recordation Nos. 9782 and 10853. We request that the Partial Lease and Lien Termination Instrument be recorded under Recordation Nos. 9782-C and 10853-E.

The names and addresses of the parties to the Partial Lease and Lien Termination Instrument are as follows:

Lessor:

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

Lessee:

GE Railcar Services Corporation  
105 West Madison, 18th Floor  
Chicago, IL 60603

A description of the equipment covered by the Partial Lease and Lien Termination Instrument consists of 50 boxcars numbered CV 600150-600199, inclusive.

*Counterparts - Patricia A. Williams*

BALL, JANIK & NOVACK

Honorable Vernon A. Williams  
October 20, 1994  
Page 2

II. The second document is a Bill of Sale, dated October 7, 1994, a secondary document. The primary documents to which this document is connected are recorded under Recordation Nos. 9782, 10853, 10854, and 17794. We request that the Bill of Sale be recorded under Recordation Nos. 9782-D, 10853-F, 10854-D, and 17794-B.

The name and address of the party to the Bill of Sale is as follows:

Seller:

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

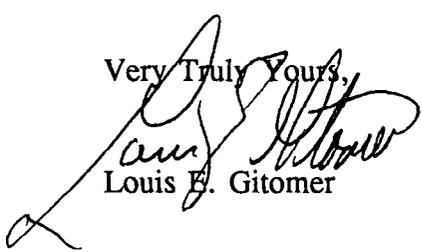
A description of the equipment covered by the Bill of Sale consists of 50 boxcars numbered CV 600150-600199, inclusive.

A fee of \$126.00 is enclosed. Please return the originals and two certified copies to:

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

A short summary of the documents to appear in the index follows: (1) a Partial Lease and Lien Termination Instrument between GATX Third Aircraft Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, and GE Railcar Services Corporation, 105 West Madison, 18th Floor, Chicago, IL 60603; and (2) a Bill of Sale from GATX Third Aircraft Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111; both covering 50 boxcars numbered CV 600150-600199, inclusive.

Very Truly Yours,

  
Louis E. Gitomer

Enclosures

RECORDATION NO. 17794-B FILED 140F

BILL OF SALE

OCT 20 1994 -3 35 PM

INTERSTATE COMMERCE 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 THIRD AIRCRAFT CORPORATION** ("Seller"), owner of the full legal and beneficial title to fifty (50) 70-ton boxcars more fully described in the attached Exhibit A (the "Units"), hereby sells, grants, transfers and delivers all of its right, title and interest in and to the Equipment, free and clear of all liens and encumbrances, to General Electric Railcar Services Corporation ("Purchaser"), its successors and assigns, to have and to hold forever. The Units are sold "as is" and "where is". The description of the Units is for the sole purpose of identifying them and is not part of the basis of the bargain.

Seller for itself, its successors and assigns covenants and agrees with Purchaser, its successors and assigns, to warrant and defend the title to the Units to Purchaser, its successors and assigns against every person lawfully claiming or laying claim to the same, by, through or under Seller or its predecessors in interest, and hereby agrees to indemnify and hold Purchaser and such persons harmless from any and all liabilities, claims, suits, actions, demands, debts or obligations of every nature or kind (including reasonable attorney's fees) resulting from the lawful claim of any party or parties in any way arising from any defect in title to the Units on or prior to the date hereof, excepting only those liens, claims, encumbrances or other defects in Seller's title for which Purchaser is responsible in its capacity as lessee (as successor in interest to Rex Railways, Inc. under that certain Equipment Lease Agreement, dated as of October 16, 1978, as such lease was amended, supplemented or assigned.

THE WARRANTY SET FORTH IN THE FOREGOING PARAGRAPH 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 OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN THE EQUIPMENT.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale on October 7, 1994.

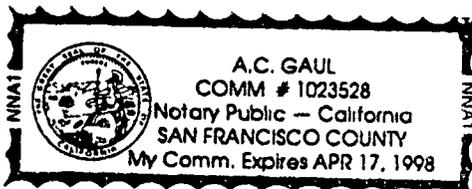
**GATX THIRD AIRCRAFT CORPORATION**

By: Thomas C. Noel

Its: VICE PRESIDENT

State of California )  
County of San Francisco )

On October 18, 1994 before me, A.C. GAUL, Notary Public, personally appeared Thomas C. Nord, 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.

A.C. Gaul  
Notary Public

Capacity Claimed by Signer:

Individual     Corporate Officer    \_\_\_\_\_     Partner     Limited  
 Attorney-in-fact     Trustee    \_\_\_\_\_    Title(s)     General  
 Other \_\_\_\_\_  
Signer is Representing \_\_\_\_\_

**Exhibit A  
to  
Bill of Sale**

**Description of Equipment**

The Units consist of the boxcars bearing the following road numbers:

CV 600150 - 600199, inclusive

**CERTIFICATION**

I, LOUIS E. GITOMER, have compared this copy to the original Partial Lease and Lien Termination Instrument, dated October 7, 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.

---

Louis E. Gitomer  
October 20, 1994