

*Counter Part - General HHC*

**BALL JANIK LLP**  
ATTORNEYS

1455 F STREET, NW, SUITE 225  
WASHINGTON, D.C. 20005

TELEPHONE 202-638-3307  
FACSIMILE 202-783-6947

LOUIS E. GITOMER  
OF COUNSEL  
(202) 466-6532

igitomer@bjllp.com

REC'D RECORDATION NO. 10897-E+F  
FILED 1425  
OCT 24 1996 3 01 PM

RECORDATION  
SURFACE TRANSPORTATION  
BOARD

OCT 27 3 19 PM '96

October 22, 1996

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Secretary Williams:

I have enclosed one original and one certified copy of the first document described below, and two originals of the second document described below, both to be recorded pursuant to 49 U.S.C. § 11301.

I. The first document is a Release of Security Interest, a secondary document, dated as of September 27, 1996. The primary document to which this is connected is recorded under Recordation No. 10897. We request that this document be recorded under Recordation No. 10897-E

The name and address of the party to the Release of Security Interest is:

Secured Party:

Bank of New York, as successor to Mercantile-Safe Deposit and Trust Company  
101 Barclay Street  
New York, NY 10286

A description of the equipment covered by the Release of Security Interest consists of 52 89'4" 70-ton flatcars numbered 981702-981707, 981709, 981710, 981712-981718, 981720, 981721, 981723-981727, and 981729-981758, all inclusive; four 68' 100-ton flatcars numbered 82032-82035, inclusive; 30 68' 100-ton flatcars numbered 82103-82132, inclusive; 72 89'4" 70-ton flatcars numbered 991925-991928, 991930-991942, 991944-991992, and 991994-991999, all inclusive; 11 89'4" 70-ton flatcars numbered 974914-974921 and 974923-974925, all inclusive; 15 89'4" 70-ton flatcars numbered 922050-922064, inclusive; and 15 68' 100-ton flatcars numbered 81790-81804, inclusive.

II. The second document is a Bill of Sale, a secondary document, dated September 29, 1996. The primary document to which this is connected is recorded under Recordation No. 10897. We request that this document be recorded under Recordation No. 10897-F

BALL JANIK LLP

Honorable Vernon A. Williams

October 22, 1996

Page 2

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

Seller:

Mercantile Bank of St. Louis National Association  
721 Locust Street  
St. Louis, MO 63101

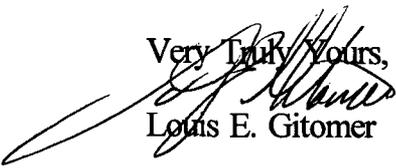
A description of the equipment covered by the Bill of Sale consists of 52 89'4" 70-ton flatcars numbered 981702-981707, 981709, 981710, 981712-981718, 981720, 981721, 981723-981727, and 981729-981758, all inclusive; four 68' 100-ton flatcars numbered 82032-82035, inclusive; 30 68' 100-ton flatcars numbered 82103-82132, inclusive; 72 89'4" 70-ton flatcars numbered 991925-991928, 991930-991942, 991944-991992, and 991994-991999, all inclusive; 11 89'4" 70-ton flatcars numbered 974914-974921 and 974923-974925, all inclusive; 15 89'4" 70-ton flatcars numbered 922050-922064, inclusive; and 15 68' 100-ton flatcars numbered 81790-81804, inclusive.

A fee of \$44.00 is enclosed. Please return the originals to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the documents to appear in the index follows: (1) a Release of Security Interest by Bank of New York, as successor to Mercantile-Safe Deposit and Trust Company, 101 Barclay Street, New York, NY 10286, and (2) a Bill of Sale by Mercantile Bank of St. Louis National Association, 721 Locust Street, St. Louis, MO 63101, both covering 52 89'4" 70-ton flatcars numbered 981702-981707, 981709, 981710, 981712-981718, 981720, 981721, 981723-981727, and 981729-981758, all inclusive; four 68' 100-ton flatcars numbered 82032-82035, inclusive; 30 68' 100-ton flatcars numbered 82103-82132, inclusive; 72 89'4" 70-ton flatcars numbered 991925-991928, 991930-991942, 991944-991992, and 991994-991999, all inclusive; 11 89'4" 70-ton flatcars numbered 974914-974921 and 974923-974925, all inclusive; 15 89'4" 70-ton flatcars numbered 922050-922064, inclusive; and 15 68' 100-ton flatcars numbered 81790-81804, inclusive.

Very Truly Yours,

  
Louis E. Gitomer

Enclosures

REGISTRATION NO. 10897-F  
OCT 24 1996 4:38 PM

TTX-79

**BILL OF SALE**  
**[Beneficial Interest]**

**KNOW ALL MEN BY THESE PRESENTS that: Mercantile Bank of St. Louis, National Association, a national banking association ("Seller"), in consideration of Ten Dollars and other good and valuable considerations, receipt of which is hereby acknowledged, does hereby transfer and assign to GATX Third Aircraft Corporation, a Delaware corporation ("Purchaser"), its successors and assigns, all of Seller's right, title and interest in and to the Beneficial Interest (as such term, and all other capitalized terms used herein, is defined in that certain Purchase Agreement, dated as of September 30, 1996, between Seller and Purchaser) under that certain Trust Agreement, dated as of September 1, 1979 among First Security State Bank (predecessor-in-interest to First Security Bank of Utah), as trustee and Mercantile Trust Company, National Association (the former name of the undersigned) as Owner, provided, however, that the foregoing transfer and assignment shall exclude all Prior Claims associated therewith. The Beneficial Interest relates to the railroad rolling stock described on Exhibit A hereto.**

**TO HAVE AND TO HOLD such Beneficial Interest unto Purchaser, its successors and assigns, for its and their own use forever.**

**SELLER hereby warrants that it has good and valid title to the Beneficial Interest, free and clear of all Liens.**

**IN WITNESS WHEREOF, the undersigned has caused this instrument to be duly executed on the date set forth below.**

**Dated: September 29, 1996**

**MERCANTILE BANK OF ST. LOUIS  
NATIONAL ASSOCIATION**

**By: [Signature]  
Its: Senior Vice President**

**Exhibit A - Description of Rolling Stock**

**[Notary Acknowledgment Required]**

STATE OF MISSOURI )

CITY OF ST. LOUIS )

On this 29th day of September, 1996, before me personally appeared Ingrid Sarapuu, to me personally known, who, being by me duly sworn, did say that she is the Senior Vice President of Mercantile Bank of St. Louis National Association, and that she is duly authorized to sign the foregoing instrument on behalf of Mercantile Bank of St. Louis National Association and she acknowledged that the execution of the foregoing instrument was the free act and deed of Mercantile Bank of St. Louis National Association.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the City and State aforesaid, the day and year first above written.

*Karla J. Asbury*  
\_\_\_\_\_  
Notary Public

(SEAL)

My Commission Expires:

“NOTARY SEAL”  
KARLA J. ASBURY  
NOTARY PUBLIC, STATE OF MISSOURI  
CITY OF ST. LOUIS  
MY COMMISSION EXPIRES: MAY 4, 1999

Exhibit A  
to Bill of Sale

TTX-79

Equipment Description	Quantity	Serial Numbers (1)	Original Equipment Cost
89'4" 70 ton capacity, hydraulic draft gear, flush deck, all-purpose flatcars; AAR Mechanical Designation : FC; Manufactured by Bethlehem Steel Corporation	6	981702-981707	
	2	981709-981710	
	7	981712-981718	
	2	981720-981721	
	5	981723-981727	
	30	981729-981758	
	52		
68" 100 ton capacity, hydraulic draft gear, steel deck, heavy duty flatcars with steel risers and tie-downs; AAR Mechanical Designation : FC; Manufactured by Bethlehem Steel Corporation	4	82032-82035	
68" 100 ton capacity, hydraulic draft gear, flush deck flatcars with bulkheads; AAR Mechanical Designation: FC; Manufactured by Bethlehem Steel Corporation	30	82103-82132	
89'4" 70 ton capacity, hydraulic draft gear, flush deck, all-purpose flatcars; AAR Mechanical Designation : FC; Manufactured by Pullman Incorporated (Pullman Standard Division)	4	991925-991928	
	13	991930-991942	
	49	991944-991992	
	6	991994-991999	
	72		
89'4" 70 ton capacity, hydraulic draft gear, flush deck, all-purpose flatcars; AAR Mechanical Designation : FC (without universal end pockets); Manufactured by ACF Industries, Incorporated	8	974914-974921	
	3	974923-974925	
	11		
89'4" 70 ton capacity, hydraulic draft gear, flush deck, all-purpose flatcars; AAR Mechanical Designation : FC; Manufactured by ACF Industries Incorporated	15	922050-922064	
68" 100 ton capacity, hydraulic draft gear, flush deck flatcars with bulkheads; AAR Mechanical Designation: FC; Manufactured by Thrall Car Manufacturing Company	15	81790-81804	
	199		\$9,986,412

(1) Serial Numbers are inclusive.