

# Taylor, Morell & Gitomer

Suite 210  
919 18th St., N.W.  
Washington, DC 20006  
(202) 466-6530/FAX (202) 466-6528

January 25, 1994

Suite 230  
310 Golden Shore  
Long Beach, CA 90802  
(310) 436-2519/FAX (310) 436-5393

RECORDATION NO. 9762 FILED 1425

JAN 25 1994 - 10 40 AM

INTERSTATE COMMERCE COMMISSION

0100093021

Direct Dial: (202)466-6532

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

Dear Secretary Strickland:

I have enclosed two originals and ten certified copies of each of the two documents described below (a total of 24 documents), to be recorded pursuant to 49 U.S.C. § 11303.

The first document is a Bill of Sale, dated January 13, 1994, and the second document is a Lease Termination Instrument, also dated January 13, 1994. Both are secondary documents. The primary documents to which these documents are connected are recorded under Recordation Nos. 9762, 9763, 9765, 16037, 16038, and 16062. We request that the Bill of Sale be recorded under Recordation Nos. 9762-E, 9763-D, 9765-G, 16037-E, 16038-F, and 16062-D and that the Lease Termination Instrument be recorded under Recordation Nos. 9762-F, 9763-E, 9765-H, 16037-F, 16038-G, and 16062-E.

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

Seller:

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

A description of the equipment covered by the Bill of Sale consists of 98 70-ton 50'6" boxcars numbered BN 223530 and 223668; NTR 5000, 5004, 5005, 5007-5009, inclusive, 5019, 5029, and 5030; OHRY 1000-1002, inclusive; and TOE 5001-5005, inclusive, 5007, 5009, 5010, 5014, 5016, 5017, 5019, 5021-5023, inclusive, 5026-5029, inclusive, 5031-5048, inclusive, 5050-5073, inclusive, and 7750-7772, inclusive.

RECORDED  
OFFICE OF THE  
SECRETARY  
JAN 25 10 35 AM '94  
LICENSING BRANCH

*signing for (6) counterparts — J. Strickland*

Honorable Sidney L. Strickland, Jr.  
January 25, 1994  
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The names and addresses of the parties to the Lease Termination Instrument are as follows:

Lessor:

GATX Third Aircraft Corporation (as assignee of Southtrust Bank of Alabama, National Association, as successor to Birmingham Trust National Bank)  
Suite 2200  
Four Embarcadero Center  
San Francisco, CA 94111

Lessee:

General Electric Railcar Services Corporation  
33 West Monroe Street  
Chicago, IL 60603

A description of the equipment covered by the Lease Termination Instrument consists of 98 70-ton 50'6" boxcars numbered BN 223530 and 223668; NTR 5000, 5004, 5005, 5007-5009, inclusive, 5019, 5029, and 5030; OHRY 1000-1002, inclusive; and TOE 5001-5005, inclusive, 5007, 5009, 5010, 5014, 5016, 5017, 5019, 5021-5023, inclusive, 5026-5029, inclusive, 5031-5048, inclusive, 5050-5073, inclusive, and 7750-7772, inclusive.

A fee of \$216.00 is enclosed. Please return the four originals and eight certified copies to:

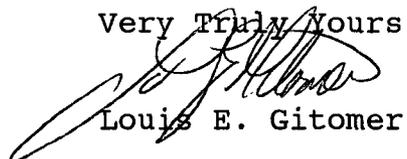
Louis E. Gitomer  
Taylor, Morell & Gitomer  
Suite 210  
919 18th Street, N.W.  
Washington, DC 20006

A short summary of the documents to appear in the index follows: (1) a Bill of Sale, dated January 13, 1994, by GATX Third Aircraft Corporation, Suite 2200, Four Embarcadero Center, San Francisco, CA 94111, covering 98 70-ton 50'6" boxcars numbered BN 223530 and 223668; NTR 5000, 5004, 5005, 5007-5009, inclusive, 5019, 5029, and 5030; OHRY 1000-1002, inclusive; and TOE 5001-5005, inclusive, 5007, 5009, 5010, 5014, 5016, 5017, 5019, 5021-5023, inclusive, 5026-5029, inclusive, 5031-5048, inclusive, 5050-5073, inclusive, and 7750-7772, inclusive; and (2) a Lease Termination Instrument, dated January 13, 1994, by GATX Third Aircraft Corporation (as assignee of Southtrust Bank of Alabama, National Association, as successor to Birmingham Trust National Bank), Four Embarcadero Center, Suite 2200, San

Honorable Sidney L. Strickland, Jr.  
January 25, 1994  
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Francisco, CA 94111, and General Electric Railcar Services Corporation, 33 West Monroe Street, Chicago, IL 60603, covering 98 70-ton 50'6" boxcars numbered BN 223530 and 223668; NTR 5000, 5004, 5005, 5007-5009, inclusive, 5019, 5029, and 5030; OHRY 1000-1002, inclusive; and TOE 5001-5005, inclusive, 5007, 5009, 5010, 5014, 5016, 5017, 5019, 5021-5023, inclusive, 5026-5029, inclusive, 5031-5048, inclusive, 5050-5073, inclusive, and 7750-7772, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

JAN 25 1994 - 10 40 AM

BILL OF SALE

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 (the "Seller"), owner of the full legal and beneficial title to 98 50'6", 70 ton box cars more fully described in attached Exhibit A, hereby sells, grants, transfers and delivers all its right, title and interest in and to the Equipment, free and clear of all liens and encumbrances, to General Electric Railcar Leasing Services Corporation (the "Purchaser"), its successors and assigns, to have and to hold forever. The Equipment is sold "as is" and "where is". The description of the Equipment is for the sole purpose of identifying it 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 Equipment 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 Equipment 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 under that certain Equipment Lease Agreement, dated as of October 1, 1978, as amended and supplemented.

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, we have set our hand and seal on January 13, 1994.

GATX THIRD AIRCRAFT CORPORATION

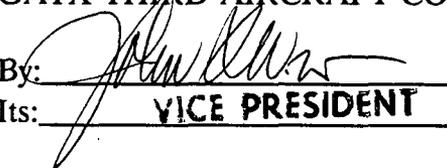
By:   
Its: VICE PRESIDENT

Exhibit A

BN 223530  
223668

NTR 5000 NTR 5007 NTR 5019  
5004 5008 5029  
5005 5009 5030

OHRV 1000  
1001  
1002

TOE 5001	TOE 5022	TOE 5038	TOE 5052	TOE 5065
5002	5023	5039	5053	5066
5003	5026	5040	5054	5067
5004	5027	5041	5055	5068
5005	5028	5042	5056	5069
5007	5029	5043	5057	5070
5009	5031	5044	5058	5071
5010	5032	5045	5059	5072
5014	5033	5046	5060	5073
5016	5034	5047	5061	
5017	5035	5048	5062	
5019	5036	5050	5063	
5021	5037	5051	5064	

TOE 7750	TOE 7762
7751	7763
7752	7764
7753	7765
7754	7766
7755	7767
7756	7768
7757	7769
7758	7770
7759	7771
7760	7772
7761	

Total Number of Cars = 98 Cars

STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF SAN FRANCISCO )

On January 13, 1994, before me Les S. Leventhal, the undersigned Notary Public, personally appeared John B. West, 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 as Vice President of GATX Third Aircraft Corporation and acknowledged that he/~~she~~ executed it.

Witness my hand and official seal.

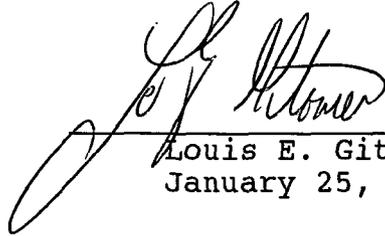
Les S. Leventhal  
Notary Public

for attachment to the Bill of Sale



**CERTIFICATION**

I, LOUIS E. GITOMER, have compared this copy of the original Bill of Sale dated January 13, 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.

A handwritten signature in cursive script, appearing to read "Louis E. Gitomer", is written over a horizontal line. The signature is fluid and somewhat stylized, with a large loop at the end of the first name.

Louis E. Gitomer  
January 25, 1994

**Interstate Commerce Commission**  
Washington, D.C. 20423

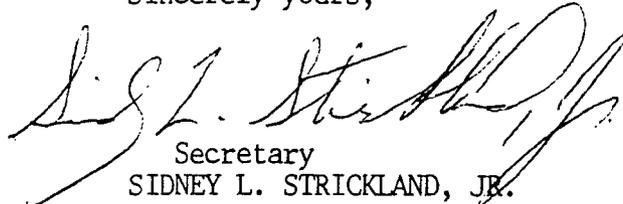
OFFICE OF THE SECRETARY

1/25/94

Louis E. Gitomer  
Taylor, Morell & Gitomer  
Suite 210  
919 18th ST., N.W.  
Washington, D.C. 20006

Dear **Sirs:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **1/25/94** at **10:40AM**, and assigned recordation number(s). **9762-E&F, 9763-D&E, 9765-G&H, 16037-E&F, 16038-F&G, 16062-D&E, 7996-E, 8381-D,E&F.** Sincerely yours,

  
Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)