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January 25, 1994

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RECORDATION NO. 9762-F FILED 1425

JAN 25 1994 -10 40 AM

INTERSTATE COMMERCE COMMISSION

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.

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

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

RECORDATION NO. 9762-F FILED 1425

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INTERSTATE COMMERCE COMMISSION

LEASE TERMINATION INSTRUMENT

The undersigned hereby certify that the Equipment Lease Agreement, dated as of October 1, 1978, (the "Lease") between GATX Third Aircraft Corporation (as assignee of Southtrust Bank of Alabama, N.A., (as successor to Birmingham Trust National Bank) as Trustee), as lessor ("Lessor"), and General Electric Railcar Services Corporation (as assignee of Braelease Corporation), as lessee ("Lessee"), recorded by the Interstate Commerce Commission on October 13, 1978, under Recordation Number 9762, has terminated as to the 98 boxcars described on Exhibit A hereto (the "Units") and that the Units covered thereby are no longer subject to the terms thereof.

This termination instrument shall also operate to terminate and release the Units from (i) Amendment No. 1, dated as of November 1, 1978, to the Lease, which was recorded by the Interstate Commerce Commission on November 27, 1978, under Recordation Number 9762-A, and (ii) Supplement No. 1 to Schedule A of the Lease which was recorded by the Interstate Commerce Commission on February 7, 1989, under Recordation Number 9762-B.

This Lease Termination Instrument is solely for the purpose of releasing the Units from the Lease and Amendment No. 1 and Supplement No. 1 and is without prejudice to any continuing rights and obligations of the parties under the Lease, as amended.

Dated: January 13, 1994.

GATX THIRD AIRCRAFT CORPORATION

By: _____

Its: VICE PRESIDENT

GENERAL ELECTRIC RAILCAR SERVICES CORPORATION

By: _____

Its: Executive Vice President

AMR/GE lease term/off gen/rail

EXHIBIT A
to Lease Termination Instrument

The Units consist of ninety-eight (98) 70-ton, 50 foot 6 inch, single sheath boxcars with double 8 foot sliding doors and bearing the following road numbers:

BN	223530								
	223668								
NTR	5000	NTR	5007	NTR	5019				
	5004		5008		5029				
	5005		5009		5030				
OHRY	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)
)
County of San Francisco)

On January 13, 1994 before me, Les S. Leventhal, Notary Public, personally appeared John B. West, Vice President, 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.

LES S. LEVENTHAL
COMM. # 974119
Notary Public — California
SAN FRANCISCO COUNTY
My Comm. Expires SEP 24, 1996

Les S. Leventhal
Notary Public

Capacity Claimed by Signer:
☐ Individual ☒ Corporate Officer Vice President ☐ Partner ☐ Limited
☐ Attorney-in-fact ☐ Trustee Title(s) ☐ General
☐ Other _____
Signer is Representing GATX Third Aircraft Corporation

State of Illinois)
)
County of Cook)

On January 14, 1994 before me, Lynda Clayton, Notary Public, personally appeared Robert H. Tucker, 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.

"OFFICIAL SEAL"
Lynda Clayton
Notary Public, State of Illinois
My Commission Expires 4/8/97

Lynda Clayton
Notary Public

Capacity Claimed by Signer:
☐ Individual ☐ Corporate Officer _____ ☐ Partner ☐ Limited
☐ Attorney-in-fact ☐ Trustee Title(s) ☐ General
☐ Other _____
Signer is Representing _____

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy of the original Lease Termination Instrument, 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.

Louis E. Gitomer
January 25, 1994