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November 5, 1993

9763-B

RECORDATION NO. FILED

NOV 5 1993 -4 10 PM

INTERSTATE COMMERCE COMMISSION

Direct Dial: (202) 466-6532

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

Dear Secretary Strickland:

I have enclosed an original and eleven certified copies of each of the two documents described below, to be recorded pursuant to 49 U.S.C. § 11303.

The first document is a Bill of Sale, dated October 29, 1993, and the second document is an Assignment and Assumption Agreement, also dated October 29, 1993. 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-C, 9763-B, 9765-E, 16037-C, 16038-D, and 16062-B and that the Assignment and Assumption Agreement be recorded under Recordation Nos. 9762-D, 9763-C, 9765-F, 16037-D, 16038-E, and 16062-C.

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

Seller:

SouthTrust Bank of Alabama, National Association
100 Office Park Drive, Lower Level
Birmingham, AL 35223

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 Assignment and Assumption Agreement are as follows:

Trustee:

SouthTrust Bank of Alabama, National Association
100 Office Park Drive, Lower Level
Birmingham, AL 35223

Purchaser:

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

A description of the equipment covered by the Assignment and Assumption Agreement 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 both originals and ten 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 October 29, 1993, by SouthTrust Bank of Alabama, National Association, 100 Office Park Drive, Lower Level, Birmingham, AL 35223, 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) an Assignment and Assumption Agreement, dated October 29, 1993, between SouthTrust Bank of Alabama, National Association, 100 Office Park Drive, Lower Level, Birmingham, AL 35223; and GATX Third Aircraft Corporation, Four Embarcadero Center, Suite 2200, 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.

Very Truly Yours,

Louis E. Gitomer

Enclosure

9763-B

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS that: SOUTHTRUST BANK OF ALABAMA, NATIONAL ASSOCIATION (formerly known as Birmingham Trust National Bank) ("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 those certain railcars identified on the attached Schedule 4.1(f) (collectively, the "Equipment").

TO HAVE AND TO HOLD the Equipment unto Purchaser, its successors and assigns, for its and their own use forever.

SELLER hereby warrants that it is transferring title to the Equipment hereunder free and clear of all liens created by Seller. EXCEPT FOR THE WARRANTY SET FORTH IN THE PRECEDING SENTENCE, THE TRANSFER OF THE EQUIPMENT TO PURCHASER IS MADE ON AN "AS-IS, WHERE-IS" BASIS AND SELLER SHALL NOT BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, NOW OR HEREAFTER AS TO THE TITLE, VALUE, CONDITION, DESIGN, OPERATION, MERCHANTABILITY, QUALITY OF MATERIAL OR WORKMANSHIP, FITNESS FOR USE OR FOR A PARTICULAR PURPOSE, MAINTENANCE OR MARKETABILITY OF THE EQUIPMENT OR ANY OTHER REPRESENTATION OR WARRANTY WHATSOEVER, EXPRESS OR IMPLIED WITH RESPECT TO THE EQUIPMENT.

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

Dated: October 29, 1993

SOUTHTRUST BANK OF ALABAMA,
NATIONAL ASSOCIATION

By: Judith B Miller

Its: Senior Trust Officer - Corporate

mac:schuler.trustee bill

State of ~~California~~ Alabama)
County of ~~San Francisco~~ Jefferson)

On November 3, 1993 before me, _____, Notary Public, personally appeared _____, 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.

Dian B. Wilson
Notary Public

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

Schedule 4.1(f)

The Lease Property includes ninety eight (98) 70-ton 50'6" single sheath boxcars with double 8' 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								

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy of the original Assignment and Assumption Agreement, dated October 29, 1993, 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
November 5, 1993