

Countrywide - J. Williams

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RECORDATION NO. 11482-F
OCT 22 1996 3 29 PM
INTERSTATE COMMERCE COMMISSION

October 22, 1996

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

Dear Secretary Williams:

I have enclosed two originals of the document described below to be recorded pursuant to 49 U.S.C. § 11301.

The 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. 11482. We request that this document be recorded under Recordation No. 11482-F.

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 117 89'4" 70-ton flatcars numbered 982508-982524, 982526-982538, 982540-982556, 982558, 982559, 982683-982696, 982698-982713, and 982715-982752, all inclusive; 157 89'4" 70-ton flatcars numbered 992232-992243, 992245-992299, 992301-992317, 992319-992324, 992326-992330, 992332-992343, 992599-992602, and 992604-992649, all inclusive; and 26 89'4" 70-ton flatcars numbered 922215-922232, and 922234-922241, all inclusive.

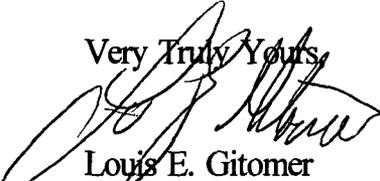
A fee of \$22.00 is enclosed. Please return one original to:

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

Honorable Vernon A. Williams
October 22, 1996
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A short summary of the document to appear in the index follows: a Bill of Sale by Mercantile Bank of St. Louis National Association, 721 Locust Street, St. Louis, MO 63101, covering 117 89'4" 70-ton flatcars numbered 982508-982524, 982526-982538, 982540-982556, 982558, 982559, 982683-982696, 982698-982713, and 982715-982752, all inclusive; 157 89'4" 70-ton flatcars numbered 992232-992243, 992245-992299, 992301-992317, 992319-992324, 992326-992330, 992332-992343, 992599-992602, and 992604-992649, all inclusive; and 26 89'4" 70-ton flatcars numbered 922215-922232, and 922234-922241, all inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDING NO. 11482 - F
FILED 1996
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INTERSTATE COMMERCE COMMISSION

TTX-80

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 February 1, 1980, 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: Ingrid Sarapley
Its: Ingrid Sarapley, 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.

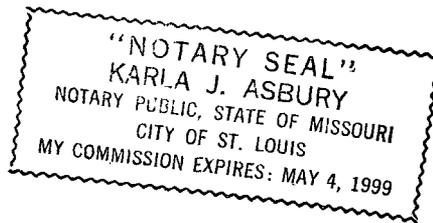
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the City and State aforesaid, the day and year first above written.



Notary Public

(SEAL)

My Commission Expires:



**Exhibit A
to Bill of Sale**

TTX-80

Equipment Description	Quantity	Serial Numbers (1)	Original Equipment Cost
89'4" 70 ton capacity, hydraulic draft gear, flush deck flatcars, equipped with trailer hitches and container pedestals; AAR Mechanical Designation: FC; Manufactured by Bethlehem Steel Corporation	17	982508-982524	
	13	982528-982538	
	17	982540-982556	
	2	982558-982559	
	49		
	14	982683-982696	
	16	982698-982713	
	38	982715-982752	
	68		
	89'4" 70 ton capacity, hydraulic draft gear, flush deck flatcars, equipped with trailer hitches and container pedestals; AAR Mechanical Designation : FC; Manufactured by Pullman Incorporated (Pullman Standard Division)	12	992232-992243
55		992245-992299	
17		992301-992317	
6		992319-992324	
5		992326-992330	
12		992332-992343	
107			
4		992599-992602	
46		992604-992649	
50			
89'4" 70 ton capacity, hydraulic draft gear, flush deck flatcars, equipped with trailer hitches and container pedestals; AAR Mechanical Designation : FC; Manufactured by ACF Industries Incorporated	18	922215-992232	
	8	922234-922241	
	26		
	300		\$15,322,732

(1) Serial Numbers are inclusive.

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Hosie, Wes, McLaughlin&Sacks

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