

RECORDATION NO. 9993-C FILED 1425

MAY 2 1994 -3 10 PM

INTERSTATE COMMERCE COMMISSION

April 27, 1994

RECORDATION NO. 9993-B FILED 1425

MAY 2 1994 -3 10 PM

INTERSTATE COMMERCE COMMISSION

0100207004



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

Attention: Ms. Mildred Lee

Dear Secretary Strickland:

Enclosed for recordation are a Bill of Sale dated April 1, 1994 between GATX Third Aircraft Corporation, as Seller and General Electric Railcar Leasing Services Corporation, as Purchaser and a Lease Termination Instrument. The ICC Recordation Number is 9993 and the address of the Purchaser, General Electric Railcar Leasing Services Corporation, is 33 West Monroe Street, Chicago, Illinois 60603. I have also enclosed a check for \$36 to cover the recording fee of both of these documents. If you have any questions or require additional information please call me at (415) 955-3454.

Very truly yours,

Les S. Leventhal
Legal Department

Enclosures

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OFFICE OF THE
SECRETARY
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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 20 86'6" 100-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 December 1, 1978, as amended, supplemented and assigned.

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 April 1, 1994.

GATX THIRD AIRCRAFT CORPORATION

By: Joe F. Earl
Its: VICE PRESIDENT

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

On April 1, 1994, before me Les S. Leventhal, the undersigned Notary Public, personally appeared James F. Earl, 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.


Notary Public

for attachment to the Bill of Sale



EXHIBIT A

IHRC 010000
IHRC 010001
IHRC 010004
IHRC 010005
IHRC 010006
IHRC 010007
IHRC 010008
IHRC 010009
IHRC 010012
IHRC 010015
IHRC 010017
IHRC 010018

MSDR 192100
MSDR 192101
MSDR 192102
MSDR 192103
MSDR 192104
MSDR 192105
MSDR 192106
MSDR 192108

LEASE TERMINATION INSTRUMENT

The undersigned hereby certify that the Lease of Railroad Equipment, dated as of December 1, 1978, (the "Lease") between GATX Third Aircraft Corporation (as successor to Gould Financial, Inc.), as lessor ("Lessor"), and General Electric Railcar Services Corporation (as assignee of Brae Corporation), as lessee ("Lessee"), recorded by the Interstate Commerce Commission on January 3, 1979 under Recordation Number 9993 has terminated as to the 20 boxcars described on Exhibit A hereto (the "Units") and that the Units covered thereby are no longer subject to the terms thereof.

This Lease Termination Instrument is solely for the purpose of releasing the Units from the Lease and is without prejudice to any continuing rights and obligations of the parties under the Lease, as amended.

Dated: April 1, 1994.

GATX THIRD AIRCRAFT CORPORATION

By: Joe F. Earl
Its: VICE PRESIDENT

GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION

By: Joseph A. Peltan
Its: Vice President

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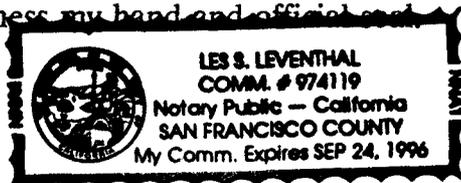
MAY 2 1994 -3 10 PM

INTERSTATE COMMERCE COMMISSION

State of California)
County of San Francisco)

On April 1, 1994 before me, Les S. Leventhal, Notary Public, personally appeared James G. East, 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
Notary Public

Capacity Claimed by Signer:

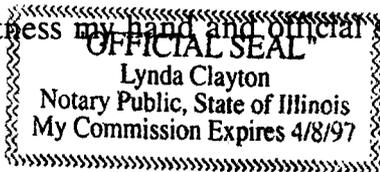
- Individual Corporate Officer Vice President Partner Limited
 Attorney-in-fact Trustee Title(s) General
 Other

Signer is Representing GATX Third Aircraft Corporation

State of Illinois)
County of Cook)

On April 4, 1994 before me, Lynda Clayton, Notary Public, personally appeared Joseph A. Lattanzio, 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.



Lynda Clayton
Notary Public

Capacity Claimed by Signer:

- Individual Corporate Officer Vice President Partner Limited
 Attorney-in-fact Trustee Title(s) General
 Other

Signer is Representing General Electric Railcar Services Corporation