

RECORDATION NO. 16541-67 FILED

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**SURFACE TRANSPORTATION BOARD**

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

April 4, 2008

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Notice of Termination of Lease, dated as of March 28, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission under Recordation Numbers 16541, 16541-A, 19541-D and 16541-F.

The name and address of the party to the enclosed document are:

Owner Trustee/  
Seller:

Wells Fargo Bank Northwest, National  
Association  
299 South Main Street  
Salt Lake City, UT 84111

[Buyer:

GE Capital Railcar Associates, Inc.  
161 North Clark Street  
Chicago, IL 60601

Anne K. Quinlan, Esquire  
April 4, 2008  
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A description of the railroad equipment covered by the enclosed document is:

198 railcars within the series PLCX 129211 - PLCX 129175 (not including 5 casualties) as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Bill of Sale and Notice of Termination of Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

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**BILL OF SALE AND NOTICE OF TERMINATION OF LEASE**

SURFACE TRANSPORTATION BOARD

KNOW ALL MEN BY THESE PRESENTS that:

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, as Owner Trustee (the "Seller"), in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, does hereby grant, bargain, sell and assign to GE CAPITAL RAILCAR ASSOCIATES, INC. (the "Buyer") all of the Seller's right, title and interest in and to the equipment described on Schedule 1 attached hereto (hereinafter the "Purchased Equipment").

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

Seller warrants that there is hereby vested in Buyer, its successors and assigns, whatever title to the Purchased Equipment that was conveyed to the Seller by the vendors and original lessee of the Purchased Equipment, free and clear of all liens, security interests and other encumbrances arising by or through Seller, and that Seller shall defend such title forever against all claims and demands.

EXCEPT AS SET FORTH ABOVE: A. SELLER DOES NOT MAKE ANY WARRANTIES, OR REPRESENTATIONS OF ANY KIND, EITHER EXPRESS OR IMPLIED, STATUTORY OR OTHERWISE, WITH REGARD TO THE PURCHASED EQUIPMENT INCLUDING, BUT NOT LIMITED TO: (I) TITLE; (II) CONDITION; DESIGN OR MANUFACTURE OF THE PURCHASED EQUIPMENT; (III) ANY IMPLIED WARRANTY OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE; AND (IV) ANY IMPLIED WARRANTIES ARISING FROM COURSE OF PERFORMANCE, COURSE OF DEALING OR USAGE OF TRADE; and B. By its acceptance of this Bill of Sale, Buyer confirms that the Purchased Equipment has been in its possession and it accepts the Purchased Equipment **AS IS, WHERE IS AND WITH ALL FAULTS.** IN ADDITION, SELLER DISCLAIMS ANY INCIDENTAL OR CONSEQUENTIAL DAMAGES.

*Notice of Termination of Lease:*

*The undersigned Seller, as lessor, publishes this notice that the Equipment Lease Agreement, dated as of September 15, 1989, originally between Itel Rail Corporation (predecessor in interest to Buyer) ("Itel") and First Security Bank of Utah, N.A. (predecessor in interest to Seller as owner trustee) ("FSBU"), regarding Itel Trust 89-4 (originally filed with the Interstate Commerce Commission under recordation number 16541 on September 29, 1989), as amended, supplemented and assigned, including without limitation by (i) Lease Supplement No. 1, dated as of September 29, 1989 originally between Itel and FSBU (originally filed with the ICC under recordation number 16541-A on September 29, 1989), (ii) Lease Supplement No. 2, dated as of December 28, 1989, originally between Itel and FSBU (originally filed with the ICC under recordation number 16541-D on December 28, 1989), and (iii) Consent, Waiver, Amendment, Assignment and Assumption, dated as of June 1, 1992, originally among Itel, FSBU, Continental Bank, N.A., Chase Manhattan Service Corporation and Buyer (originally filed with the ICC under recordation number 16541-F on June 24, 1992), has been terminated as to the equipment described on Schedule 1 hereto (the Equipment Lease remains in effect for all other units of equipment).*

[Signature Page to Follow]



**SCHEDULE 1 TO BILL OF SALE AND NOTICE OF TERMINATION OF LEASE**

**Purchased Equipment**

| <b>Unit</b>  | <b>Car</b>     | <b>Car</b>    |  | <b>Unit</b>  | <b>Car</b>     | <b>Car</b>    |  | <b>Unit</b>  | <b>Car</b>     | <b>Car</b>    |
|--------------|----------------|---------------|--|--------------|----------------|---------------|--|--------------|----------------|---------------|
| <b>Count</b> | <b>Initial</b> | <b>Number</b> |  | <b>Count</b> | <b>Initial</b> | <b>Number</b> |  | <b>Count</b> | <b>Initial</b> | <b>Number</b> |
| 1            | PLCX           | 129211        |  | 81           | PLCX           | 129245        |  | 121          | PLCX           | 129161        |
| 2            | PLCX           | 129212        |  | 82           | PLCX           | 129246        |  | 122          | PLCX           | 129164        |
| 3            | PLCX           | 129214        |  | 83           | PLCX           | 129247        |  | 123          | PLCX           | 129205        |
| 4            | PLCX           | 129219        |  | 84           | PLCX           | 129248        |  | 124          | PLCX           | 129283        |
| 5            | PLCX           | 129223        |  | 85           | PLCX           | 129249        |  | 125          | PLCX           | 129174        |
| 6            | PLCX           | 129224        |  | 86           | PLCX           | 129250        |  | 126          | PLCX           | 129216        |
| 7            | PLCX           | 129254        |  | 87           | PLCX           | 129242        |  | 127          | PLCX           | 129278        |
| 8            | PLCX           | 129257        |  | 88           | PLCX           | 129167        |  | 128          | PLCX           | 129269        |
| 9            | PLCX           | 129218        |  | 89           | PLCX           | 129241        |  | 129          | PLCX           | 129272        |
| 10           | PLCX           | 129203        |  | 90           | PLCX           | 129258        |  | 130          | PLCX           | 129152        |
| 11           | PLCX           | 129217        |  | 91           | PLCX           | 129151        |  | 131          | PLCX           | 129276        |
| 12           | PLCX           | 129227        |  | 92           | PLCX           | 129177        |  | 132          | PLCX           | 129201        |
| 13           | PLCX           | 129163        |  | 93           | PLCX           | 129215        |  | 133          | PLCX           | 129228        |
| 14           | PLCX           | 129170        |  | 94           | PLCX           | 129253        |  | 134          | PLCX           | 129229        |
| 15           | PLCX           | 129171        |  | 95           | PLCX           | 129169        |  | 135          | PLCX           | 129230        |
| 16           | PLCX           | 129179        |  | 96           | PLCX           | 129135        |  | 136          | PLCX           | 129231        |
| 17           | PLCX           | 129181        |  | 97           | PLCX           | 129154        |  | 137          | PLCX           | 129232        |
| 18           | PLCX           | 129182        |  | 98           | PLCX           | 129166        |  | 138          | PLCX           | 129233        |
| 19           | PLCX           | 129183        |  | 99           | PLCX           | 129206        |  | 139          | PLCX           | 129234        |
| 20           | PLCX           | 129184        |  | 100          | PLCX           | 129207        |  | 140          | PLCX           | 129270        |
| 21           | PLCX           | 129252        |  | 101          | PLCX           | 129208        |  | 141          | PLCX           | 129180        |
| 22           | PLCX           | 129267        |  | 102          | PLCX           | 129225        |  | 142          | PLCX           | 129238        |
| 23           | PLCX           | 129173        |  | 103          | PLCX           | 129226        |  | 143          | PLCX           | 129260        |
| 24           | PLCX           | 129255        |  | 104          | PLCX           | 129251        |  | 144          | PLCX           | 129150        |
| 25           | PLCX           | 129263        |  | 105          | PLCX           | 129261        |  | 145          | PLCX           | 129153        |
| 26           | PLCX           | 129172        |  | 106          | PLCX           | 129273        |  | 146          | PLCX           | 129155        |
| 27           | PLCX           | 129176        |  | 107          | PLCX           | 129279        |  | 147          | PLCX           | 129190        |
| 28           | PLCX           | 129191        |  | 108          | PLCX           | 129185        |  | 148          | PLCX           | 129125        |
| 29           | PLCX           | 129192        |  | 109          | PLCX           | 129186        |  | 149          | PLCX           | 129089        |
| 30           | PLCX           | 129193        |  | 110          | PLCX           | 129240        |  | 150          | PLCX           | 129088        |
| 31           | PLCX           | 129194        |  | 111          | PLCX           | 129244        |  | 151          | PLCX           | 129127        |
| 32           | PLCX           | 129195        |  | 112          | PLCX           | 129280        |  | 152          | PLCX           | 129129        |
| 33           | PLCX           | 129196        |  | 113          | PLCX           | 129139        |  | 153          | PLCX           | 129122        |
| 34           | PLCX           | 129198        |  | 114          | PLCX           | 129148        |  | 154          | PLCX           | 129103        |
| 35           | PLCX           | 129199        |  | 115          | PLCX           | 129149        |  | 155          | PLCX           | 129112        |
| 36           | PLCX           | 129200        |  | 116          | PLCX           | 129220        |  | 156          | PLCX           | 129114        |
| 37           | PLCX           | 129202        |  | 117          | PLCX           | 129221        |  | 157          | PLCX           | 129117        |
| 38           | PLCX           | 129204        |  | 118          | PLCX           | 129256        |  | 158          | PLCX           | 129124        |
| 39           | PLCX           | 129266        |  | 119          | PLCX           | 129213        |  | 159          | PLCX           | 129094        |
| 40           | PLCX           | 129268        |  | 120          | PLCX           | 129264        |  | 160          | PLCX           | 129130        |
| 41           | PLCX           | 129277        |  | 121          | PLCX           | 129281        |  | 161          | PLCX           | 129091        |
| 42           | PLCX           | 129189        |  | 122          | PLCX           | 129168        |  | 162          | PLCX           | 129100        |
| 43           | PLCX           | 129275        |  | 123          | PLCX           | 129265        |  | 163          | PLCX           | 129101        |
| 44           | PLCX           | 129136        |  | 124          | PLCX           | 129147        |  | 164          | PLCX           | 129105        |
| 45           | PLCX           | 129137        |  | 125          | PLCX           | 129156        |  | 165          | PLCX           | 129087        |



**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 4/4/08



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Robert W. Alvord