

RECORDATION NO. 18407-M FILED

MAR 28 '11 -9 00 AM

**SURFACE TRANSPORTATION BOARD**

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March 28, 2011

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

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 Lease Termination, dated as of March 23, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement previously filed with the Commission under Recordation Number 18407.

The names and addresses of the parties to the enclosed document are:

Owner Trustee/  
Seller: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, DE 19890

[Purchaser: GATX Corporation  
222 West Adams Street  
Chicago, IL 60661]

Chief  
Section of Administration  
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A description of the railroad equipment covered by the enclosed document is:

96 railcars within the series SFLC 254200 - SFLX 254299 (previously bearing BNSF and WRWK reporting marks and road numbers) 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 Lease Termination.

Also enclosed is a check in the amount of \$41.00 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,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

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MAR 6 '11 -9 00 AM

EXECUTION VERSION

SURFACE TRANSPORTATION BOARD

## BILL OF SALE AND LEASE TERMINATION

KNOW ALL MEN BY THESE PRESENTS that:

Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee (the "Seller") under the Trust Agreement (GATX Trust No. 93-A) dated as of September 1, 1993 between Banc of America Leasing & Capital, LLC (successor in interest to Key Equipment Finance, Inc., which was the successor in interest to Key Corporate Capital Inc., which was the successor in interest to Key Bank of Alaska) and Wilmington Trust Company, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, receipt of which is hereby acknowledged, does hereby grant, bargain, sell and assign to GATX Corporation (successor to GATX Capital Corporation) ("Purchaser") all of Seller's right, title and interest in and to the railcars described in Schedule 1 hereto (hereinafter the "Units").

TO HAVE AND TO HOLD the Units unto the Purchaser, its successors and assigns, to and for their own use and benefit as agreed upon.

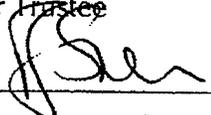
PURCHASER ACKNOWLEDGES THAT THE UNITS ARE BEING SOLD AND DELIVERED, AND PURCHASER IS ACCEPTING THE UNITS, "AS-IS", "WHERE-IS" AND "WITH ALL FAULTS", IN WHATEVER CONDITION IT MAY BE, AND SELLER HEREBY DISCLAIMS AND, PURCHASER HEREBY WAIVES ANY OTHER REPRESENTATIONS AND WARRANTIES, EXPRESSED OR IMPLIED, CONCERNING THE UNITS, INCLUDING, WITHOUT LIMITATION, THOSE RELATING TO VALUE, CONDITION, FITNESS FOR USE OR PARTICULAR PURPOSE, DESIGN, OPERATION, MERCHANTABILITY THEREOF OR QUALITY OF THE MATERIAL OR WORKMANSHIP THEREOF OR CONFORMITY TO SPECIFICATIONS, FREEDOM FROM PATENT, COPYRIGHT, OR TRADEMARK INFRINGEMENT, THE ABSENCE OF LATENT OR OTHER DEFECT, WHETHER OR NOT DISCOVERABLE, OR AS TO THE ABSENCE OF ANY OBLIGATIONS BASED ON STRICT LIABILITY IN TORT OR ANY OTHER EXPRESS OR IMPLIED REPRESENTATION OR WARRANTY WHATSOEVER WITH RESPECT THERETO.

Seller hereby acknowledges that the Equipment Lease Agreement, dated as of September 1, 1993 (the "Lease") between Seller, as Lessor and Purchaser, as Lessee filed with the Interstate Commerce Commission (Surface Transportation Board) as No. 18407 on September 24, 1993 is hereby terminated (except for such terms (other than Rent payment terms) which by their terms survive termination of the Lease).

This Bill of Sale and Lease Termination has been executed by Wilmington Trust Company ("WTC") not in its individual capacity but solely in its capacity as Owner Trustee and for all purposes of this Bill of Sale and Lease Termination, in the performance of any duties or obligations of the Owner Trustee hereunder, the Owner Trustee and WTC shall be entitled to the benefits of the terms and provisions of the Trust Agreement dates as of September 1, 1993, by and between Banc of America Leasing & Capital, LLC and WTC.

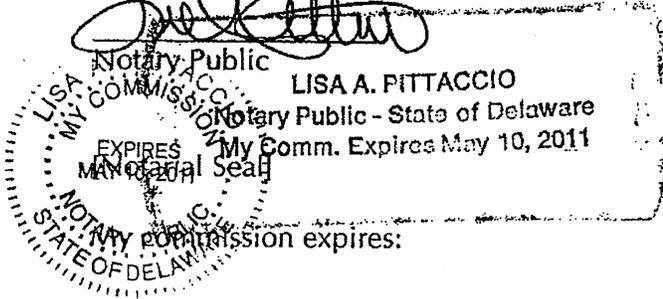
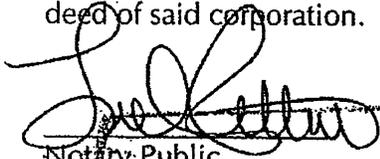
IN WITNESS WHEREOF, Seller has caused this Bill of Sale and Lease Termination to be executed for the purpose hereinabove shown by its duly authorized officer as of the 23<sup>rd</sup> day of March 2011.

Wilmington Trust Company, not in its individual capacity, but solely as  
Owner Trustee

By:   
Name: Jacqueline Solone  
Title: Financial Services Officer

State of Delaware )  
 ) SS:  
County of New Castle )

On the 21 day of March, 2011, before me personally appeared  
Jacqueline Solone personally known, who being by me duly sworn, says that  
(s)he is a Financial Services Officer of Wilmington Trust Company, that said instrument was  
signed on such date on behalf of said corporation by authority of its Board of Directors,  
and (s)he acknowledged that the execution of the foregoing instrument was the free act and  
deed of said corporation.



## SCHEDULE 1 - THE UNITS

Current Markings		Previous Markings		Current Markings		Previous Markings	
1)	BNSF240210	SFLC254210		49)	WRWK240249	SFLC254249	
2)	BNSF240219	SFLC254219		50)	WRWK240250	SFLC254250	
3)	BNSF240224	SFLC254224		51)	WRWK240251	SFLC254251	
4)	BNSF240280	SFLC254280		52)	WRWK240253	SFLC254253	
5)	SFLC254206	SFLC254206		53)	WRWK240254	SFLC254254	
6)	WRWK240200	SFLC254200		54)	WRWK240255	SFLC254255	
7)	WRWK240201	SFLC254201		55)	WRWK240256	SFLC254256	
8)	WRWK240202	SFLC254202		56)	WRWK240257	SFLC254257	
9)	WRWK240203	SFLC254203		57)	WRWK240258	SFLC254258	
10)	WRWK240204	SFLC254204		58)	WRWK240259	SFLC254259	
11)	WRWK240205	SFLC254205		59)	WRWK240260	SFLC254260	
12)	WRWK240207	SFLC254207		60)	WRWK240261	SFLC254261	
13)	WRWK240208	SFLC254208		61)	WRWK240262	SFLC254262	
14)	WRWK240209	SFLC254209		62)	WRWK240263	SFLC254263	
15)	WRWK240211	SFLC254211		63)	WRWK240264	SFLC254264	
16)	WRWK240212	SFLC254212		64)	WRWK240265	SFLC254265	
17)	WRWK240213	SFLC254213		65)	WRWK240266	SFLC254266	
18)	WRWK240214	SFLC254214		66)	WRWK240268	SFLC254268	
19)	WRWK240215	SFLC254215		67)	WRWK240269	SFLC254269	
20)	WRWK240216	SFLC254216		68)	WRWK240270	SFLC254270	
21)	WRWK240217	SFLC254217		69)	WRWK240271	SFLC254271	
22)	WRWK240218	SFLC254218		70)	WRWK240272	SFLC254272	
23)	WRWK240220	SFLC254220		71)	WRWK240273	SFLC254273	
24)	WRWK240221	SFLC254221		72)	WRWK240274	SFLC254274	
25)	WRWK240222	SFLC254222		73)	WRWK240275	SFLC254275	
26)	WRWK240223	SFLC254223		74)	WRWK240276	SFLC254276	
27)	WRWK240225	SFLC254225		75)	WRWK240277	SFLC254277	
28)	WRWK240226	SFLC254226		76)	WRWK240278	SFLC254278	
29)	WRWK240227	SFLC254227		77)	WRWK240279	SFLC254279	
30)	WRWK240228	SFLC254228		78)	WRWK240281	SFLC254281	
31)	WRWK240229	SFLC254229		79)	WRWK240282	SFLC254282	
32)	WRWK240230	SFLC254230		80)	WRWK240283	SFLC254283	
33)	WRWK240232	SFLC254232		81)	WRWK240284	SFLC254284	
34)	WRWK240233	SFLC254233		82)	WRWK240285	SFLC254285	
35)	WRWK240234	SFLC254234		83)	WRWK240286	SFLC254286	
36)	WRWK240235	SFLC254235		84)	WRWK240287	SFLC254287	
37)	WRWK240236	SFLC254236		85)	WRWK240288	SFLC254288	
38)	WRWK240237	SFLC254237		86)	WRWK240289	SFLC254289	
39)	WRWK240238	SFLC254238		87)	WRWK240290	SFLC254290	
40)	WRWK240239	SFLC254239		88)	WRWK240291	SFLC254291	
41)	WRWK240240	SFLC254240		89)	WRWK240292	SFLC254292	
42)	WRWK240241	SFLC254241		90)	WRWK240293	SFLC254293	
43)	WRWK240242	SFLC254242		91)	WRWK240294	SFLC254294	
44)	WRWK240243	SFLC254243		92)	WRWK240295	SFLC254295	
45)	WRWK240244	SFLC254244		93)	WRWK240296	SFLC254296	
46)	WRWK240245	SFLC254245		94)	WRWK240297	SFLC254297	
47)	WRWK240247	SFLC254247		95)	WRWK240298	SFLC254298	
48)	WRWK240248	SFLC254248		96)	WRWK240299	SFLC254299	

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: 3/28/11



\_\_\_\_\_  
Robert W. Alvord