

RECORDATION NO 12250-F FILED  
June 28, 2012 05:12 PM  
SURFACE TRANSPORTATION BOARD  
LAW OFFICES OF  
**LOUIS E. GITOMER, LLC.**

LOUIS E. GITOMER  
Lou@lgrailaw.com

600 BALTIMORE AVENUE, SUITE 301  
TOWSON, MARYLAND 21204-4022  
(410) 296-2250 • (202) 466-6532  
FAX (410) 332-0885

MELANIE B. YASBIN  
Melanie@lgrailaw.com  
410-296-2225

June 28, 2012

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

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Instrument of Satisfaction and Release, a secondary document, dated as of June 28, 2012. The primary document to which this is connected is recorded under Recordation Number 12250. We request that this document be recorded under Recordation Number 12250-F.

The names and addresses of the parties to the Instrument of Satisfaction and Release are:

Lessor:

Bank of America, N.A.  
1201 Main Street 6th Floor  
Dallas TX 75202

Lessee:

GATX Third Aircraft, LLC f/k/a GATX Third Aircraft Corporation  
Four Embarcadero Center, Suite 2200  
San Francisco, CA 94111

A description of the equipment covered by the Instrument of Satisfaction and Release consists of 150 covered hopper cars numbered SAMX 3100-3249, inclusive.

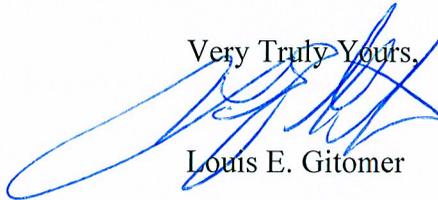
A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou@lgrailaw.com

Ms. Cynthia T. Brown  
June 28, 2012  
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A short summary of the document to appear in the index follows: an Instrument of Satisfaction and Release between Bank of America, N.A., 1201 Main Street 6th Floor, Dallas TX 75202, and GATX Third Aircraft, LLC f/k/a GATX Third Aircraft Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, covering 150 covered hopper cars numbered SAMX 3100-3249, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

RECORDATION NO 12250-F FILED  
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SURFACE TRANSPORTATION BOARD

INSTRUMENT OF SATISFACTION AND RELEASE (the "INSTRUMENT"), dated as of June 28, 2012, between GATX Third Aircraft, LLC, formerly known as GATX Third Aircraft Corporation ("GATX Third"), and Bank of America, N.A. ("BA"), as Agent under a Participation Agreement dated as of September 1, 1980.

WITNESSETH

WHEREAS, by a Conditional Sale Agreement ("CSA"), dated as of September 1, 1980, among Pullman, Incorporated, Pullman Standard Division ("Pullman"), as Builder, North American Car Corporation ("NAC"), as Vendor, and Exchange Bank of Chicago ("Exchange Bank"), as Vendee and Trustee under a Trust Agreement dated as of September 1, 1980 with GATX Capital Corporation ("GATX"), assignee of Boatmen's First National Bank of Kansas City ("Boatmen's"), successor-in-interest to The First National Bank of Kansas City ("Kansas Bank"), Pullman and NAC agreed to sell to Exchange Bank its interest in 150 covered hopper cars numbered SAMX 3100-3249, inclusive (the "Equipment"), which was filed and recorded at the Interstate Commerce Commission (the "ICC") in Recordation No. 12250 on September 30, 1980;

WHEREAS, by an Agreement and Assignment ("CSA Assignment"), dated as of September 1, 1980, among Pullman and NAC, as assignors, and LaSalle, as assignee, Pullman and NAC agreed to assign, transfer and set over to LaSalle all their right, title, and interest in and to each unit of the Equipment, which was filed and recorded at the ICC in Recordation No. 12250-A on September 30, 1980;

WHEREAS, by a Lease of Railroad Equipment ("Lease"), dated as of September 1, 1980, between Exchange Bank, as lessor, and Seaboard Allied Milling Corporation ("Seaboard"), as lessee, Exchange Bank leased the Equipment to Seaboard, which was filed and recorded at the ICC in Recordation No. 12250-B on September 30, 1980;

WHEREAS, by an Assignment of Lease and Agreement ("Lease Assignment"), dated as of September 1, 1980, between Exchange Bank, as assignor, and LaSalle, as assignee, Exchange Bank agreed to assign, transfer and set over to LaSalle all of Exchange Bank's rights and interest in and to the Lease, which was filed and recorded at the ICC in Recordation No. 12250-C on September 30, 1980;

WHEREAS, by an Assignment dated January 29, 1982, Seaboard, as assignor, assigned its interest in the Lease to Cargill, Incorporated, as assignee;

WHEREAS, by an Assignment and Assumption Agreement, dated August 4, 1993, between Boatmen's, as assignor, and GATX, as assignee, Boatmen's transferred to GATX all right, title and interest of Boatmen's in and to the Equipment, which was filed and recorded at the ICC in Recordation No. 12250-D on August 6, 1993;

WHEREAS, by a Bill of Sale dated as of October 18, 2001, Wells Fargo Bank Northwest, National Association, as successor to Exchange Bank, sold the Equipment under the Trust Agreement to GATX Third, which was filed and recorded at the Surface Transportation Board

(the "STB") in Recordation No. 12250-E on February 1, 2002;

WHEREAS, LaSalle Bank National Association was merged into BA, which was filed and recorded at the STB in Recordation No. 27832 on March 12, 2008; and

WHEREAS, the parties hereto desire to execute this Instrument to evidence for the public record the satisfaction and release of all the rights and obligations of GATX Third and BA under the CSA, the CSA Assignment, the Lease, and the Lease Assignment (collectively referred to as the "ICC Documents") with respect to the Equipment.

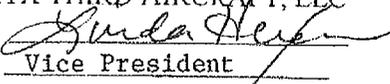
NOW, THEREFORE, in consideration of the premises, it is agreed:

GATX Third and BA do hereby acknowledge and confirm for the public record the satisfaction and release of all rights and obligations of the parties arising under the ICC Documents with respect to the Equipment. BA does hereby acknowledge and agree that all of the monetary obligations of Pullman, NAC, and GATX Third under the ICC Documents have been fully discharged and satisfied and BA does hereby release its security interest in all of the Equipment and the ICC Documents and transfers to GATX Third all of its estate, right, title, and interest in and to all of the Equipment and the ICC Documents, free of all claims, rights, liens, security interests and other encumbrances created by BA under the ICC Documents.

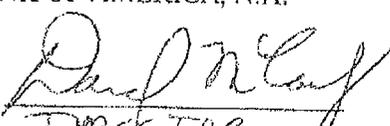
This Instrument may be executed in two or more counterparts each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument, which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Instrument to be executed as of the date first above written.

GATX THIRD AIRCRAFT, LLC

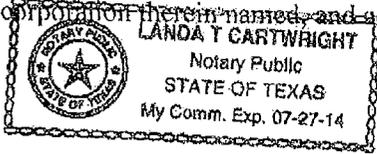
By:   
Its: Vice President

BANK OF AMERICA, N.A.

By:   
Its: DIRECTOR

STATE OF Texas )  
 ) ss.  
County of Dallas )

On this 28<sup>th</sup> day of June 2012, before me, Landa T. Cartwright the undersigned Notary Public, personally appeared David McCauley personally known to me to be the person who executed the within instrument as Director on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.



Landa T. Cartwright  
Notary Public for Texas  
My Commission expires 7-27-14

~~STATE OF \_\_\_\_\_ )  
 ) ss.  
County of \_\_\_\_\_ )~~

~~On this \_\_\_ day of June 2012, before me, \_\_\_\_\_, the undersigned Notary Public, personally appeared \_\_\_\_\_ personally known to me to be the person who executed the within instrument as \_\_\_\_\_ on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.~~

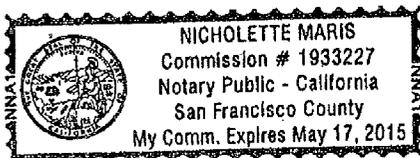
~~\_\_\_\_\_  
Notary Public for \_\_\_\_\_  
My Commission expires \_\_\_\_\_~~

STATE OF CALIFORNIA )  
 )  
COUNTY OF SAN FRANCISCO )

On June 28, 2012, before me, Nicholette Maris, Notary Public, personally appeared Linda Hexem, who 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 she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

Witness my hand and official seal.



Nicholette Maris  
Notary Public  
My Commission expires: May 17, 2015