

BALL JANIK LLP

A T T O R N E Y S

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LOUIS E. GITOMER
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October 26, 1999

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

RECORDATION NO.

22491

FILED

TS

OCT 26 '99

3-00PM

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Bill of Sale, a primary document, dated as of October 22, 1999. We request that this document be given the next available Recordation Number.

The names and addresses of the parties to the Bill of Sale are:

Seller:

LRC Credit Corp.
704 East Gallatin
Livingston, MT 59047

Buyer:

Locomotive Leasing Partners, LLC
Four Embarcadero Center, Suite 2200
San Francisco, CA 94111

A description of the equipment covered by the Bill of Sale consists of Four SD 40-2 locomotives numbered CP 5422, 5427, 5429, and 5430.

BALL JANIK LLP

Honorable Vernon A. Williams

October 26, 1999

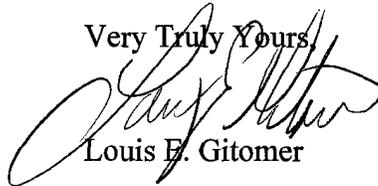
Page 2

A fee of \$ 26.00 is enclosed. Please return the original to:

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

A short summary of the document to appear in the index follows: a Bill of Sale from LRC Credit Corp., 704 East Gallatin, Livingston, MT 59047, to Locomotive Leasing Partners, LLC, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, covering four SD 40-2 locomotives numbered CP 5422, 5427, 5429, and 5430.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 22491 FILED

BILL OF SALE OCT 26 '99 3-00PM

LRC Credit Corp. (the Seller) for valuable consideration paid by **Locomotive Leasing Partners, LLC** (the Buyer), at or before the execution and delivery of these presents, the receipt and sufficiency of which are hereby acknowledged, does hereby grant, sell, transfer, quitclaims and set over to Buyer, its successors and assigns, all its right, title and interest in the following SD 40-2 model Electro Motive Division (EMD) locomotives (the Equipment):

- | | |
|---------|---------|
| CP 5422 | CP 5429 |
| CP 5427 | CP 5430 |

Buyer is purchasing the Equipment in reliance upon its personal inspection and knowledge of the Equipment and in an "as is, where is" condition.

Seller makes no warranties, express or implied of any kind or nature except that (1) Buyer will acquire good title to the Equipment free and clear from all encumbrances and liens unrelated to the ownership of the Equipment by the Buyer, and (2) Seller is the lawful owner of the Equipment and has the right to sell the Equipment. Seller makes no warranties with respect to the quality, content, condition, merchantability or fitness for a particular purpose or use of the Equipment and no warranties against patent infringement or the like; it being agreed that all such risks are to be borne by Buyer and that Seller shall in no event be responsible for any direct, incidental or consequential damages arising from such risks.

SELLER:

LRC Credit Corp.:

Edward L. Bauer, Jr.
Edward L. Bauer, Jr., President
Edward L. Bauer, Jr. 10/22/99.

9/20/99
Date

BUYER:

Locomotive Leasing Partners, LLC:

Signed: [Signature]
Name: Daniel J. Jerabek

Title: Director-Business Operations
9/28/99
Date

ATTEST:

[Signature]
Staci L. Stafford, Corporate Secretary

Signed before me on Oct 22, 1999

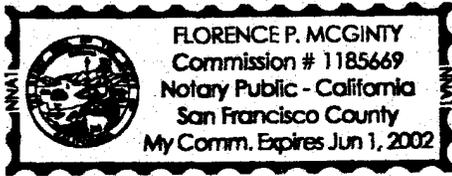
BARBARA BARNHART
NOTARY PUBLIC
STATE OF KANSAS
My Appt. Exp. 7/6/2000

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California }
County of California } SS.

On Oct. 15, 1999, before me, FLORENCE P. MCGINTY, NOTARY PUBLIC,
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")
personally appeared DANIEL J. JERABEK
Name(s) of Signer(s)

- personally known to me
- proved to me on the basis of satisfactory evidence



to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies); and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Florence P. McGinty
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: BILL OF SALE

Document Date: Sept. 20, 1999 Number of Pages: 1

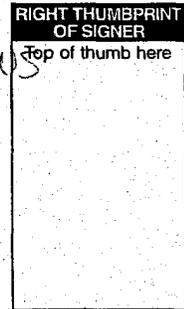
Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

Signer's Name: DANIEL J. JERABEK

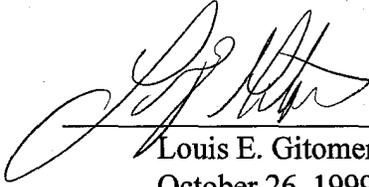
- Individual
- Corporate Officer — Title(s): DIRECTOR - BUSINESS OPERATIONS
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____

Signer Is Representing: LOCOMOTIVE LEASING-PARTNERS, LLC



CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Bill of Sale dated October 22, 1999, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
October 26, 1999