

EXECUTION COPY

LEASE TERMINATION CERTIFICATE AND RELEASE

The undersigned hereby certify that the Lease Agreement between WELLS FARGO BANK NORTHWEST, N.A. (formerly First ~~National~~ Security Bank, National Association), not in its individual capacity but solely as Owner Trustee as lessor ("Lessor") and SOUTHWEST AIRLINES CO., a Texas Corporation* as lessee (as "Lessee") dated April 2, 2001, as more fully described on the Appendix attached hereto (the "Lease"), with respect to the Boeing Model 737-3A4 airframe with manufacturer's serial number 23252 and United States registration marks N674AA (the "Airframe"), and two (2) used CFM International model CFM 56-3B2 engines bearing manufacturer's serial numbers 721158 and 721193 (the "Engines" and, together with the Airframe, the "Aircraft"), has terminated and is cancelled, and the Aircraft released from all liens or encumbrances relating to the Lease, effective August 6, 2008, provided, however, that all obligations of the Lessee which by their terms survive the termination of the Lease shall not be terminated hereby.

This instrument may be executed in any number of counterparts, each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument.

Dated as of the 6th day of August, 2008.

LESSOR:

LESSEE:

WELLS FARGO BANK NORTHWEST, N.A.
not in its individual capacity
but solely as Owner Trustee

SOUTHWEST AIRLINES CO.

By: [Signature]
Name: Scott Rosevear
Title: Vice President

By: _____
Name: _____
Title: _____

* successor to Morris Air Corporation,



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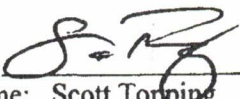
LESSOR:

LESSEE:

WELLS FARGO BANK NORTHWEST, N.A.
not in its individual capacity
but solely as Owner Trustee

SOUTHWEST AIRLINES CO.

By: _____
Name: _____
Title: _____

By: 
Name: Scott Topping
Title: Vice President Treasurer

* successor to Morris Air Corporation,

FORM APPROVED
OMB NO. 2120-0042
08/31/2008

UNITED STATES OF AMERICA
U.S. DEPARTMENT OF TRANSPORTATION FEDERAL AVIATION ADMINISTRATION

AIRCRAFT BILL OF SALE

FOR AND IN CONSIDERATION OF \$ 5.00⁺⁰⁰⁰ THE
UNDERSIGNED OWNER(S) OF THE FULL LEGAL AND
BENEFICIAL TITLE OF THE AIRCRAFT DESCRIBED AS
FOLLOWS:

UNITED STATES
REGISTRATION NUMBER

N674AA

AIRCRAFT MANUFACTURER & MODEL

Boeing Model 737-3A4

AIRCRAFT SERIAL No.

23252

DOES THIS 30th DAY OF January, 2009,
HEREBY SELL, GRANT, TRANSFER AND
DELIVER ALL RIGHTS, TITLE, AND INTERESTS
IN AND TO SUCH AIRCRAFT UNTO:

Do Not Write In This Block
FOR FAA USE ONLY

PURCHASER

NAME AND ADDRESS
(IF INDIVIDUAL(S), GIVE LAST NAME, FIRST NAME, AND MIDDLE INITIAL.)

BCC EQUIPMENT LEASING CORPORATION

M/C 6Y1-02

500 Naches Ave., S.W.

Renton, Washington 98057

090301436126
\$5.00 01/30/2009

DEALER CERTIFICATE NUMBER

AND TO

ITS SUCCESSORS

EXECUTORS, ADMINISTRATORS, AND ASSIGNS TO HAVE AND TO HOLD

SINGULARLY THE SAID AIRCRAFT FOREVER AND WARRANTS THE TITLE THEREOF:

IN TESTIMONY WHEREOF I HAVE SET my HAND AND SEAL THIS 30th DAY OF Jan., 2009

SELLER

NAME(S) OF SELLER
(TYPED OR PRINTED)

Wells Fargo Bank Northwest NA, Owner
Trustee

SIGNATURE(S)
(IN INK) (IF EXECUTED FOR
CO-OWNERSHIP, ALL MUST SIGN.)

[Signature]

TITLE
(TYPED OR PRINTED)

Vice President

ACKNOWLEDGMENT (NOT REQUIRED FOR PURPOSES OF FAA RECORDING; HOWEVER, MAY BE REQUIRED BY LOCAL LAW FOR
VALIDITY OF THE INSTRUMENT.)

ORIGINAL: TO FAA:

AC Form 8050-2 (9/92) (NSN 0052-00-629-0003) Supersedes Previous Edition

**See attached Appendix*



APPENDIX

* Aircraft used herein shall include the airframe described below and the CFM International model CFM56-3B2 aircraft engines with manufacturer's serial numbers 721158 and 721193.

Copy

BILL OF SALE

KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned, BCC EQUIPMENT LEASING CORPORATION, a Delaware corporation, ("Seller"), is the owner of the full, legal and beneficial title to that certain Boeing model 737-300 passenger aircraft bearing manufacturer's serial number 23252 together with two (2) CFM International model CFM56-3B2 engines bearing manufacturer's serial numbers 721158 and 721193, one (1) Honeywell model GTCP85-129CKA APU bearing manufacturer's serial number P35165C, and all related maintenance and other records and data (collectively, the "Aircraft").

For and in consideration of the payment by GA Telesis, LLC, a Limited Liability Company organized and existing in the State of Delaware ("Buyer") of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does this ____ day of _____, 2009, grant, convey, transfer, bargain and sell, deliver and set over, outright and unconditionally unto Buyer and to Buyer's successors and assigns forever all of its right, title and interest in and to the Aircraft.

Seller hereby represents, warrants and covenants that it is the owner of the full, legal and beneficial title to the Aircraft, free and clear of any claim, security interest, lien or encumbrance; and the execution and delivery hereof is not in contravention of any agreement to which Seller is a party.

Seller hereby further warrants to Buyer that there is hereby transferred and conveyed to Buyer good and marketable title to the Aircraft, free and clear of liens, claims, charges, encumbrances and rights of others, and that Seller will warrant and defend same forever against all claims and demands whatsoever.

BUYER UNCONDITIONALLY ACKNOWLEDGES AND AGREES THAT IT IS PURCHASING THE AIRCRAFT "AS IS" AND "WHERE IS" AND THAT EXCEPT FOR THE WARRANTY OF GOOD, MARKETABLE TITLE TO THE AIRCRAFT, FREE AND CLEAR OF ANY AND ALL ENCUMBRANCES, THE AIRCRAFT (INCLUDING BUT NOT LIMITED TO THE AIRFRAME AND ANY ENGINE, APU, LANDING GEAR, COMPONENT, EQUIPMENT AND PART INSTALLED THEREON, AND ANY OF THE TECHNICAL DOCUMENTS APPLICABLE TO THE AIRCRAFT, AND ANY OTHER EQUIPMENT, PART, DATA OR INFORMATION SOLD AND PROVIDED HEREUNDER) ARE SOLD AND PROVIDED ON AN "AS IS" "WHERE IS" BASIS, WITH ALL FAULTS AND WITHOUT RECOURSE TO SELLER. THE WARRANTIES EXPRESSLY SET FORTH IN THIS BILL OF SALE AND THE OBLIGATIONS AND LIABILITIES OF SELLER HEREUNDER ARE EXPRESSLY IN LIEU OF, AND SELLER WILL NOT BE DEEMED TO HAVE MADE, AND BUYER HEREBY WAIVES, RELEASES AND RENOUNCES ANY AND ALL RIGHTS AND REMEDIES IT MAY HAVE AGAINST SELLER, WHETHER ARISING BY LAW OR OTHERWISE, RELATING TO ANY AND ALL OTHER REPRESENTATIONS, WARRANTIES, DUTIES, OBLIGATIONS, LIABILITIES AND GUARANTEES OF ANY KIND WHATSOEVER, EXPRESS OR IMPLIED, STATUTORY OR OTHERWISE, CONCERNING THE AIRCRAFT OR THE AIRWORTHINESS

REVENUE OR PROFIT, OR FOR ANY OTHER INCIDENTAL OR CONSEQUENTIAL DAMAGES WITH RESPECT TO THE AIRCRAFT OR ANY OTHER TANGIBLE OR INTANGIBLE THING PROVIDED UNDER THIS BILL OF SALE.


For the purposes of this Bill of Sale, the term "SELLER" means BCC EQUIPMENT LEASING CORPORATION, its divisions, affiliates, subsidiaries, the assignees of each, suppliers, subcontractors, and their respective directors, officers, employees and agents.

THIS BILL OF SALE IS GOVERNED BY THE LAWS OF THE STATE OF NEW YORK.

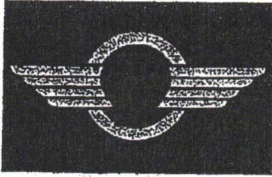
IN WITNESS WHEREOF, the undersigned has caused this Bill of Sale to be duly executed on this ____ day of _____, 2009.

"SELLER"

BCC EQUIPMENT LEASING CORPORATION

By: 
Name: Jordan S. Weltman

Title: VP, Senior Managing Director, Americas, AFS



SOUTHWEST AIRLINES CO.
Maintenance and Engineering
2832 Shorecrest Drive
Dallas, Texas 75235
Phone (214) 792-4000

March 5, 2009

To Whom It May Concern:

Reference:

- (1) Aircraft: Boeing 737-3A4 MSN 23252 Reg N674AA
- (2) Engines: CFMI CFM56-3B2 ESN 721158 and 721193
- (3) APU: P-35165C

This letter is to certify that the above referenced aircraft, engines, APU and their associated components were operated by Southwest Airlines. During that period of operation, they were not involved in any accident / incident or subjected to severe impact, stress, heat or fire. We also certify that the aircraft, engines, APU and their associated components were not operated by governmental or military entities, and no part which may have been installed during operation has been acquired from any government or military source. The engines have not been immersed in salt water or otherwise exposed to corrosive agents outside normal operation.

The engines were operated exclusively at 20K thrust (CFM56-3B1)

Aircraft MSN 23252	TSN: 69324	CSN: 57926
Engine S/N 721158	TSN 62494:06	CSN: 52974
Engine S/N 721193	TSN 59497:42	CSN: 51759

Sincerely,

A handwritten signature in black ink, appearing to read "Mike Stephens", with a long horizontal flourish extending to the right.

Mike Stephens
Manager Regulatory Compliance