



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

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 CFM56-3B2 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 6th, 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: 
Name: Scott Rosevear
Title: Vice President

By: _____
Name: _____
Title: _____

* successor to Morris Air Corporation,



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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 CFM56-3B2 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.

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

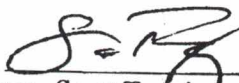
LESSOR:

LESSEE:

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

SOUTHWEST AIRLINES CO.

By: _____
Name: _____
Title: _____

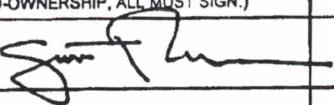
By: 
Name: Scott Topping
Title: Vice President Treasurer

* 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 ¹⁰⁰⁰ 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 <u>30th</u> DAY OF <u>January</u> , 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	EXECUTIONS, ADMINISTRATORS, AND ASSIGNS TO HAVE AND TO HOLD <u>ITS successors</u>		
SINGULARLY THE SAID AIRCRAFT FOREVER AND WARRANTS THE TITLE THEREOF:			
IN TESTIMONY WHEREOF <u>I</u> HAVE SET <u>my</u> HAND AND SEAL THIS <u>30th</u> DAY OF <u>Jan.</u> , 2009			
SELLER	NAME(S) OF SELLER (TYPED OR PRINTED)	SIGNATURE(S) (IN INK) (IF EXECUTED FOR CO-OWNERSHIP, ALL MUST SIGN.)	TITLE (TYPED OR PRINTED)
	Wells Fargo Bank Northwest NA, Owner Trustee		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:

**See attached Appendix*

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



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

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

AIRCRAFT BILL OF SALE

FOR AND IN CONSIDERATION OF \$ 5.00 * THE
UNDERSIGNED OWNER(S) OF THE FULL LEGAL AND
BENEFICIAL TITLE OF THE AIRCRAFT DESCRIBED AS
FOLLOWS: *and other good and valuable consideration

UNITED STATES
REGISTRATION NUMBER

N674AA

AIRCRAFT MANUFACTURER & MODEL

Boeing Model 737-3A4

AIRCRAFT SERIAL No.

23252

DOES THIS 18th DAY OF March, 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.)

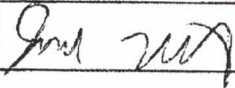
GA TELESIS, LLC
5400 NW 35TH AVENUE
BUILDING 16
FORT LAUDERDALE, FL 33309

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 18th DAY OF March, 2009

SELLER

NAME(S) OF SELLER (TYPED OR PRINTED)	SIGNATURE(S) (IN INK) (IF EXECUTED FOR CO-OWNERSHIP, ALL MUST SIGN.)	TITLE (TYPED OR PRINTED)
BCC EQUIPMENT LEASING CORPORATION		AFS, Senior Managing Director, Americas, AFS

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

FILE COPY