



September 30, 2009

Reference: (1) Boeing 737 MSN 23289 Included two CFM International model CFM56-3B1 engines bearing manufacture's serial numbers 721153 and 722173.

This letter is to confirm that the above described aircraft (Southwest Airlines Tail Number (N677AA) including engines, APU and associated components was operated by southwest Airlines for the purpose of a ferry flight from Dallas Love Field (DAL, Texas to Victorville (VCV), California, United States,

N677AA	TSN 71,301:50	CSN 58,713
ESN 721153	TSN 64,738:08	CSN 54,109
ESN 722173	TSN 63,086:59	CSN 56,746

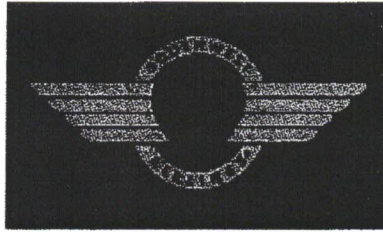
During that period of operation, they were not involved in a major accident, incident or subjected to extreme heat, fire or stress. Nor obtained /operated by any military or governmental organization.

Period of operation:	April 27, 2009
Purpose:	Ferry Flight form DAL to VCV
Flight Times:	3 Hrs 12 Minutes
Flight Cycles:	1
Thrust Rate:	20,000Lbs (CFM56-3B1)

Please do not hesitate to contact me, should you have any questions.

Sincerely,

Toby Page, C.P.M
Sr. Contract Specialist - Maintenance Contracts
Southwest Airlines Co
2332 Shorecrest Drive, DAL2MX
Dallas, TX 7523-165
Phone 214-792-5913
Fax 217-792-7484
Toby.page@wnco.com



Date: 4/6/2009

RE: Engine Model Type: CFM56-3B1
ESN: 721153

To Whom It May Concern:

Southwest represents the above-referenced engine was last operated by Southwest Airlines. It was not involved in any accident, incident, major failure or fire. The engine was not subjected to extreme stress or heat, nor was the engine immersed in salt water or otherwise exposed to corrosive agents outside normal operations during its entire service life at Southwest Airlines. Southwest Airlines further represents the engine was operated exclusively at 20K (CFM56-3B1) thrust rating during its entire service life at Southwest Airlines.

The above-referenced engine was not obtained from nor operated by any military or governmental organization.

Total Time Since New: 64,738:08

Total Cycles Since New: 54,109

Sincerely,

Name: Mark F. Babb

Title: Senior Powerplant Engineer

Southwest Airlines Co.

FAA LEASE TERMINATION

The undersigned hereby certify and acknowledge that, for purposes of this filing and subject to the Technical Acceptance Certificate With Rights Reserved executed contemporaneously herewith, the Lease Agreement described on "Exhibit A" attached hereto and incorporated herein is hereby terminated and Aircraft described on "Exhibit A" is no longer subject to the terms and provisions thereof.

This FAA Lease Termination may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

(signature pages follow)



[FAA Lease Termination N677AA]

Dated as of May 19 2009

WILMINGTON TRUST COMPANY, not in its
individual capacity but solely as Owner Trustee,
as Lessor

SOUTHWEST AIRLINES CO., as Lessee

BY: _____

TITLE: _____

BY:  _____

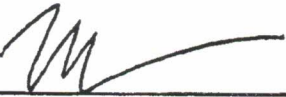
TITLE: VICE President-Treasury

[FAA Lease Termination N677AA]

Dated as of May 19 2009

WILMINGTON TRUST COMPANY, not in its
individual capacity but solely as Owner Trustee,
as Lessor

SOUTHWEST AIRLINES CO., as Lessee

BY:  _____

TITLE: Financial Services Officer _____

BY: _____

TITLE: _____

EXHIBIT A

The Lease Agreement

Aircraft Lease Agreement dated as of January 5, 2001 (the "Lease"), by and between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee (the "Owner Trustee") and Southwest Airlines Co. (the "Lessee"), relating to the Aircraft, including the Engines, which Lease was recorded by the Federal Aviation Administration (the "FAA") on February 2, 2001, and assigned Conveyance No. U075892, as supplemented by Lease Supplement No. 1 dated as of May 19, 2009 between Owner Trustee and Lessee which was filed with the FAA simultaneously herewith (a copy of which is attached hereto as Exhibit B) (collectively, the "Lease Agreement").

The Aircraft

One (1) Boeing model 737-3A4 aircraft bearing manufacturer's serial number 23289 and United States Registration No. N677AA and two (2) CFM International, Inc. model CFM56-3B2 aircraft engines bearing manufacturer's serial numbers 721153 and 722173 (collectively, the "Aircraft").

The parties acknowledge and affirm their separate, contemporaneous execution of the Technical Acceptance Certificate with Rights Reserved, which is incorporated by reference herein.

WARRANTY BILL OF SALE

This AIRCRAFT BILL OF SALE is given to GA TELESIS, LLC by WILMINGTON TRUST COMPANY ("WTC") not in its individual capacity, but solely as Owner Trustee under the Trust Agreement between it and Wachovia Financial Services, Inc. (the "Seller").

WITNESSETH:

THAT FOR US DOLLARS (US\$) AND OTHER GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby bargain, sell, assign, transfer and set over to Buyer, its successors and assigns, all of Seller's right, title and interest in and to one used Boeing 737-300 aircraft bearing Serial Number 23289, Registration N677AA, with its two (2) CFM International CFM 56-3B1 engines bearing manufacturer's serial numbers 721153 and 722173 and all systems, avionics, appliances, parts, engine covers, items of equipment, instruments, components, furnishings, manuals, checklists, plans, drawings, wiring diagrams, logbooks, records and accessories installed in or appurtenant to such aircraft or engines and in Seller's possession (collectively, the "Aircraft").

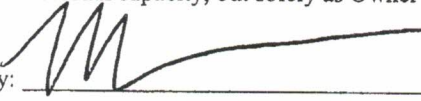
Seller as of the date hereof does hereby, grant, convey, transfer, bargain and sell, deliver and set over to the Buyer and unto its successors and assigns forever, all of Seller's right, title and interest in and to the Aircraft free and clear of all liens, claims and encumbrances of any kind created by Seller.

THE AIRCRAFT IS DELIVERED "AS-IS" "WHERE IS" "WITH ALL FAULTS" AND SELLER EXPRESSLY DISCLAIMS AND MAKES NO REPRESENTATION OR WARRANTY, EITHER EXPRESSED OR IMPLIED, AS TO ANY MATTER WHATSOEVER (EXCEPT AS SPECIFICALLY REFERENCED IN THE PRECEDING PARAGRAPH), INCLUDING, WITHOUT LIMITATION, THE AIRCRAFT, THE DESIGN OR CONDITION OF THE AIRCRAFT, ITS MERCHANTABILITY, DURABILITY, AIRWORTHINESS, SUITABILITY OR FITNESS FOR ANY PARTICULAR PURPOSE, THE QUALITY OF THE MATERIAL OR WORKMANSHIP OF THE AIRCRAFT, OR THE CONFORMITY OF THE AIRCRAFT TO THE PROVISIONS AND SPECIFICATIONS OF ANY PURCHASE ORDER OR ORDERS RELATING THERETO, OR ANY OTHER MATTER CONCERNING THE AIRCRAFT (WHICH DISCLAIMER BUYER HEREBY SPECIFICALLY ACKNOWLEDGES PURSUANT TO ITS ACCEPTANCE OF THIS AIRCRAFT BILL OF SALE). BUYER HEREBY WAIVES ANY CLAIM (INCLUDING, WITHOUT LIMITATION, INCIDENTAL OR CONSEQUENTIAL DAMAGE) OR EXPENSE CAUSED BY THE AIRCRAFT OR BY BUYER'S LOSS OF USE THEREOF FOR ANY REASON WHATSOEVER. WITHOUT LIMITING THE GENERALITY OF THE FOREGOING, SELLER SHALL NOT BE LIABLE OR RESPONSIBLE FOR ANY DEFECTS, EITHER PATENT OR LATENT (WHETHER OR NOT DISCOVERABLE BY BUYER) IN THE AIRCRAFT, OR FOR ANY DIRECT OR INDIRECT DAMAGE TO PERSONS OR PROPERTY RESULTING THEREFROM, OR FOR BUYER'S LOSS OF USE OF THE AIRCRAFT OR FOR ANY INTERRUPTION IN BUYER'S BUSINESS CAUSED BY BUYER'S INABILITY TO USE THE AIRCRAFT OR ANY REASON WHATSOEVER.

IN WITNESS WHEREOF, Seller has caused this instrument to be duly executed, under seal, as of the 9th day of October 2009.

Seller:

WILMINGTON TRUST COMPANY, not in
its individual capacity, but solely as Owner Trustee

By: _____

Name: Mark H. Brzoska
Financial Services Officer

Title: _____