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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

May 27, 1999

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

RECORDATION NO. 20895 FILED

MAY 27 '99

11-30AM

20895-H, I, J  
↑

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are five (5) copies of each of the following secondary documents: Lease Supplement No. 3 (GARC Trust No. 97-1); Trust Indenture Supplement No. 3 (GARC Trust No. 97-1); and a Bill of Sale and Partial Release.

The enclosed documents relate to the Equipment Lease Agreement (GARC No. 97-1) and secondary documents related thereto which were previously filed with the Board under Recordation Number 20895.

The names and addresses of the parties to the enclosed documents are:

H → Lease Supplement No. 3

Lessor: State Street Bank and Trust Company  
of Connecticut, N.A.  
225 Franklin Street  
Boston, Massachusetts 02110

Lessee: General American Transportation Corporation  
500 West Monroe Street  
Chicago, Illinois 60661

*Vernon A. Williams*

Mr. Vernon A. Williams  
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I → Trust Indenture Supplement No. 3  
J → Bill of Sale and Partial Release

Owner Trustee: State Street Bank and Trust Company  
of Connecticut, N.A.  
225 Franklin Street  
Boston, Massachusetts 02110

Indenture Trustee: The First National Bank of Chicago  
One First National Plaza  
Chicago, Illinois 60670

A description of the railroad equipment covered by the enclosed documents is:

the one (1) railcar being ADDED to the Lease and Trust Indenture is:

GACX 006043

the one (1) railcar being DELETED from the Lease and Trust Indenture is:

GACX 006402

Also enclosed is a check in the amount of \$78.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

**BILL OF SALE AND PARTIAL RELEASE**

MAY 27 '99

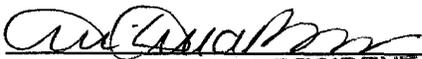
11-30 AM

State Street Bank and Trust Company of Connecticut, N.A., not in its individual capacity, but solely as Owner Trustee under GARC Trust 97-1 (the "Lessor") under an Equipment Lease Agreement (GARC Trust 97-1) dated as of September 24, 1997 (the "Lease") between the Lessor and General American Railcar Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GACX 006402 (the "Unit") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

The First National Bank of Chicago, as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC Trust 97-1) dated as of September 24, 1997 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: May 4, 1999

State Street Bank and Trust Company of  
Connecticut N.A., not in its individual  
capacity, but solely as Owner Trustee

By:   
Title: ASSISTANT VICE PRESIDENT

The First National Bank of Chicago, as  
Indenture Trustee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

**BILL OF SALE AND PARTIAL RELEASE**

State Street Bank and Trust Company of Connecticut, N.A., not in its individual capacity, but solely as Owner Trustee under GARC Trust 97-1 (the "Lessor") under an Equipment Lease Agreement (GARC Trust 97-1) dated as of September 24, 1997 (the "Lease") between the Lessor and General American Railcar Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GACX 006402 (the "Unit") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

The First National Bank of Chicago, as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC Trust 97-1) dated as of September 24, 1997 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: May 4, 1999

State Street Bank and Trust Company of  
Connecticut N.A., not in its individual  
capacity, but solely as Owner Trustee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

The First National Bank of Chicago, as  
Indenture Trustee

By: Mal J. Frye  
Title: Asst. Vice President

Commonwealth of Massachusetts )  
 ) SS:  
County of Suffolk )

On the 11<sup>th</sup> day of May, 1999, before me personally appeared Alison Della Bella, to me known, who being by me duly sworn, say that ~~he~~/she is a Assistant Vice President of State Street Bank and Trust Company of Connecticut N.A., that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

[Notarial Seal]

My commission expires:

**ROSE MARIE MOGAURO**  
Notary Public  
My Commission Expires January 14, 2005

State of Illinois )  
 ) SS:  
County of Cook )

On the \_\_\_ day of \_\_\_\_\_, 1999, before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, says that he/she is a \_\_\_\_\_ of The First National Bank of Chicago, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Connecticut )  
 ) SS:  
County of )

On the \_\_\_ day of \_\_\_\_\_, 1999, before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, say that he/she is a \_\_\_\_\_ of State Street Bank and Trust Company of Connecticut N.A., that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires:

State of Illinois )  
 ) SS:  
County of Cook )

On the 12<sup>th</sup> day of May, 1999, before me personally appeared Mark J. Frye to me known, who being by me duly sworn, says that he/she is a Asst. Vice President of The First National Bank of Chicago, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Anthony Marsh  
\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires:

