

**BILL OF SALE AND PARTIAL RELEASE** JUL 21 '99 2-30PM

State Street Bank and Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 95-1E (the "Lessor") under an Equipment Lease Agreement (GATC Trust 95-1E) dated as of July 14, 1995 (the "Lease") between the Lessor and General American Transportation 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 GATX 054407 (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 (GATC Trust 95-1E) dated as of July 14, 1995 (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 acknowledge that the Unit is no longer subject to the Lease.

Dated: June 22, 1999

State Street Bank and Trust Company, not in its individual capacity, but solely as Owner Trustee

By: *[Signature]*  
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, not in its individual capacity, but solely as Trustee under GATC Trust 95-1E (the "Lessor") under an Equipment Lease Agreement (GATC Trust 95-1E) dated as of July 14, 1995 (the "Lease") between the Lessor and General American Transportation 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 GATX 054407 (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 (GATC Trust 95-1E) dated as of July 14, 1995 (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 acknowledge that the Unit is no longer subject to the Lease.

Dated: June 22, 1999

State Street Bank and Trust Company, not in its individual capacity, but solely as Owner Trustee

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

The First National Bank of Chicago, as Indenture Trustee

By: Mark J. Forze  
Title: Asst. Vice President

State of Massachusetts )  
 ) SS:  
County of Suffolk )

On the 29 day of June, 1999, before me personally appeared **Julio A. Balerna**, to me known, who being by me duly sworn, says that (s)he is a ~~Assistant Vice President~~ State Street Bank and Trust Company, 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.

Joao G. Correia  
Notary Public

[Notarial Seal]

My commission expires:  **JOAO G. CORREIA**  
Notary Public  
My Commission Expires July 26 2000

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, say that (s)he 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 Massachusetts )  
 ) SS:  
County of Suffolk )

On the \_\_\_ day of \_\_\_\_\_, 1999, before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, says that (s)he is a \_\_\_\_\_ of State Street Bank and Trust Company, 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 28<sup>th</sup> day of JUNE, 1999, before me personally appeared Mark J. Frye, to me known, who being by me duly sworn, say that (s)he 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.

Nilda Sierra  
Notary Public

[Notarial Seal]

My commission expires:

