

*Counterparts - Betty J. Jahn*

RECORDATION NO. 14522-D FILED

JAN 22 '98 3:35 PM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.  
20006-2973  
  
(202) 393-2266  
FAX (202) 393-2156

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

OF COUNSEL  
URBAN A. LESTER

JAN 22 3 35 PM '98

RECEIVED  
SURFACE TRANSPORTATION BOARD  
DCA/DM

January 21, 1998

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are five (5) copies of a Bill of Sale and Partial Release, dated January 7, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement previously filed with the Commission under Recordation Number 14522.

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

- Grantor/Lessor: FINOVA Capital Corporation  
(successor to The Bank of New York)  
One Crossroads Center, Building A  
Bedminister, New Jersey 07921
- Grantee/Lessee: General American Transportation Corporation  
500 West Monroe Street  
Chicago, Illinois 60661
- Security Trustee: The Bank of New York (successor to  
Mercantile-Safe Deposit and Trust Company)  
10161 Centurim Parkway  
Jacksonville, Florida 32256

Mr. Vernon A. Williams  
January 21, 1998  
Page 2

A description of the railroad equipment being released from the Lease Agreement and the Trust Indenture is:

two (2) railcars bearing reporting marks and road numbers GATX 73738  
and GATX 73743

Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord  
Alvord and Alvord  
215 Sixteenth Street, NW., Ste. 200  
Washington, DC., 20006-2973

DATE: 1/22/98

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3 (c), on 1/22/98 at 3:35PM, and assigned recordation number(s). 14522-D, 20244-F, 20244-G and 20244-H.

Sincerely Yours,

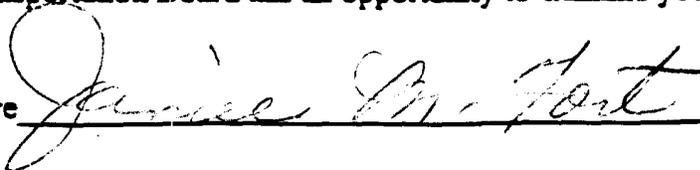


Vernon A. Williams  
Secretary

Enclosure(s)

\$ 96.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



JAN 22 '98 3-35 PM

**BILL OF SALE AND PARTIAL RELEASE**

FINOVA Capital Corporation as Successor to The Bank of New York, the Lessor (the "Lessor") under a Restated and Amended Equipment Lease Agreement (GATC Trust 84-1) dated as of December 20, 1984 (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 railcars designated as GATX 73738 and GATX 73743 (the "Units") "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 Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

The Bank of New York successor to Mercantile - Safe Deposit and Trust Company, as trustee (the "Security Trustee") under a Trust Indenture and Security Agreement (GATC Trust 84-1) dated as of December 20, 1984 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: 1-7, 1998

FINOVA Capital Corporation, as successor to  
BNY Capital Resources Corporation,  
Lessor

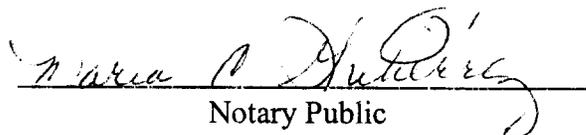
By: Sandra K. McDonough  
Title: VICE PRESIDENT

The Bank of New York, successor to Mercantile-Safe  
Deposit and Trust Company

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

State of ARIZONA )  
 ) SS:  
County of MARICOPA )

On this 7th day of January, 1998, before me personally appeared Sandra K. McDonough, to me known, who being by me duly sworn, say that (s)he is a Vice President of FINOVA Capital Corporation, 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: My Commission Expires Nov. 6, 1993

State of )  
 ) SS:  
County of )

On this \_\_\_ day of \_\_\_\_\_, 199\_\_, before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, says that (s)he is a \_\_\_\_\_ of Bank of New York, 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:

**BILL OF SALE AND PARTIAL RELEASE**

FINOVA Capital Corporation as Successor to The Bank of New York, the Lessor (the "Lessor") under a Restated and Amended Equipment Lease Agreement (GATC Trust 84-1) dated as of December 20, 1984 (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 railcars designated as GATX 73738 and GATX 73743 (the "Units") "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 Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

The Bank of New York successor to Mercantile - Safe Deposit and Trust Company, as trustee (the "Security Trustee") under a Trust Indenture and Security Agreement (GATC Trust 84-1) dated as of December 20, 1984 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: \_\_\_\_\_, 19\_\_

FINOVA Capital Corporation, as successor to  
BNY Capital Resources Corporation,  
Lessor

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

The Bank of New York, successor to Mercantile-Safe  
Deposit and Trust Company



By: \_\_\_\_\_ **THOMAS B. ZAKRZEWSKI** \_\_\_\_\_  
Title: \_\_\_\_\_ **Assistant Vice President** \_\_\_\_\_

State of )  
 ) SS:  
County of )

On this \_\_\_ day of \_\_\_\_\_, 199 \_\_, before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, say that (s)he is a \_\_\_\_\_ of FINOVA Capital Corporation, 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 *New York* )  
 ) SS:  
County of *New York* )

On this 22 day of OCTOBER, 199 7, before me personally appeared **THOMAS B. ZAKRZEWSKI** to me known, who being by me duly sworn, says that (s)he is a Assistant Vice President of Bank of New York, 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:

WILLIAM J. CASSELES  
Notary Public, State of New York  
No. 01CA5027729  
Qualified in Bronx County  
Certificate Filed in New York County  
Commission Expires May 16, *1998*