

Kim Bertman

RECORDED
H523 - D
AUG 13 1999 11-00AM

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

August 11, 1999

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 two (2) copies of a Bill of Sale and Partial Release, dated July 26, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (GATC Trust No. 84-1) filed with the Commission under Recordation Number 14523.

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

Lessor: FINOVA Capital Corporation (as successor or
BNY Capital Resources Corporation)
8400 East Prentice Avenue
Englewood, Colorado 80111

Security Trustee: The Bank of New York (as successor to Mercantile-
Safe Deposit and Trust Company)
48 Wall Street
New York, New York 10036

A description of the railcar which has been destroyed and are covered by the enclosed document is:

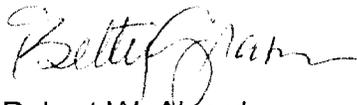
GATX 022123

Mr. Vernon A. Williams
August 11, 1999
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,


for Robert W. Alvord

RWA/bg
Enclosures

14533 -D

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 by virtue of receipt of a casualty payment representing the stipulated loss value for a railcar, to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 022123 (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 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 Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: July 26, 1999

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

By: Sandra K. McDonough ah
Title: Sandra K. McDonough
VICE PRESIDENT

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

By: _____
Title: _____

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 railcar designated as GATX 022123 (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 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 Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: July 14, 1999

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, Security Trustee

By: 
Title: VICE PRESIDENT

State of Oregon)
County of Wascopa) SS:

On this 16th day of July, 1999, before me personally appeared Sandra K. McManis 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.

Maria C. Gutierrez
Notary Public

[Notarial Seal]

My commission expires:

State of _____)
County of _____) SS:

On this _____ day of _____, 1999, 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:

State of)
) SS:
County of)

On this ___ day of _____, 1999, 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.

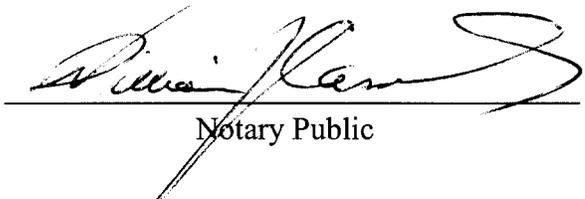
Notary Public

[Notarial Seal]

My commission expires:

State of *NEW YORK*)
) SS:
County of *NEW YORK*)

On this *6th* day of *July*, 1999, before me personally appeared **THOMAS B. ZAKRZEWSKI** me known, who being by me duly sworn, says that (s)he is a **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. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Commission Expires May 16, 2000