

*Counterparts - Edward M. Lavin*

RECORDATION NO. *17912-D*  
FILE  
MIAK 19 1997 - 3 0

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

OF COUNSEL  
URBAN A. LESTER

March 19, 1997

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 December 24, 1996, a secondary document as defined in the Commission's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (GATC Trust No. 92-1A) and secondary documents related thereto which were previously filed with the Commission under Recordation Number *17912*

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

Owner Trustee: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

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 document is:

railcars designated as GATX 26651 and GATX 61776 are deleted from the Lease and Trust Indenture

Mr. Vernon A. Williams  
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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 each of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

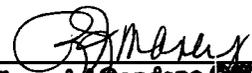
**BILL OF SALE AND PARTIAL RELEASE**

The Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 92-1A (the "Lessor") under an Equipment Lease Agreement (GATC Trust 92-1A) dated as of July 1, 1992 (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 26651 and GATX 61776 (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 First National Bank of Chicago, as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 92-1A) dated as of July 1, 1992 (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: December 24, 1996

The Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By:   
Title: Financial Services Officer

The First National Bank of Chicago, as Indenture Trustee

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

State of Delaware )  
 ) SS:  
County of New Castle )

On the 24 day of December, 1996, before me personally appeared **ROSELINE K. MANEY**, to me known, who being by me duly sworn, says that (s)he is a **Financial Services Officer** of The Wilmington 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.

*Betty A. Sieracki*

Notary Public **BETTY A. SIERACKI**  
**NOTARY PUBLIC**  
My commissio expires August 9, 1998

[Notarial Seal]  
My commission expires:

State of Illinois )  
 ) SS:  
County of Cook )

On the \_\_\_ day of \_\_\_\_\_, 199\_\_, 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:

**BILL OF SALE AND PARTIAL RELEASE**

The Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 92-1A (the "Lessor") under an Equipment Lease Agreement (GATC Trust 92-1A) dated as of July 1, 1992 (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 26651 and GATX 61776 (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.

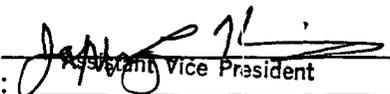
The First National Bank of Chicago, as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 92-1A) dated as of July 1, 1992 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: December \_\_, 1996

The Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

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

The First National Bank of Chicago, as Indenture Trustee

By:   
Title: Assistant Vice President

State of Delaware )  
 ) SS:  
County of New Castle )

On the \_\_\_ day of \_\_\_\_\_, 199\_\_, before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, says that (s)he is a \_\_\_\_\_ of The Wilmington 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 \_\_\_ day of \_\_\_\_\_, 199\_\_, before me personally appeared Jeffrey L. Kinney, to me known, who being by me duly sworn, say that (s)he is a Assistant 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.

*Somsri Helmer*  
Notary Public



[Notarial Seal]  
My commission expires: