

BILL OF SALE AND PARTIAL RELEASE

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 90-1 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 90-1) dated as of September 28, 1990 (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 56764, (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 Lease was recorded with the Interstate Commerce Commission on September 28, 1990 and received recordation number 17038.

Harris Trust and Savings Bank, as trustee (the "Security Trustee") under a Security Agreement - Trust Deed (GATC Trust 90-1) dated as of September 28, 1990 (the "Security Agreement") between the Lessor and the Security Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Security Agreement and hereby acknowledges that the Unit is no longer subject to the Lease. The Security Agreement was recorded with the Interstate Commerce Commission on September 28, 1990 and received recordation number 17038-A.

Dated: April 25, 1997

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

By: 
Title: Financial Services Officer

Harris Trust and Savings Bank, as Security Trustee:

By: _____
Title: _____

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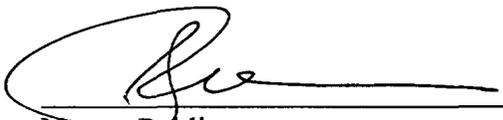
By: _____
Title: _____

Harris Trust and Savings Bank, as Security Trustee:

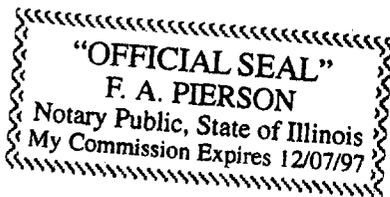
By: 
Title: ASSISTANT VICE PRESIDENT

State of Illinois)
) SS:
County of Cook)

On the 5th day of May, 1997, before me personally appeared JEFFREY L. KINNEY, to me known, who being by me duly sworn, says that (s)he is a ASSISTANT VICE PRESIDENT of the Harris Trust and Savings Bank, 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 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 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)

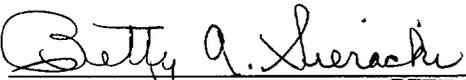
On the _____ day of _____, 199__, before me personally appeared _____, to me known, who being by me duly sworn, says that (s)he is a _____ of the Harris Trust and Savings Bank, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he 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 Delaware)
) SS:
County of New Castle)

On the 13 day of May, 1997, 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 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 **BETTY A. SIERACKI**
NOTARY PUBLIC
My commissio expires August 9, 1998

[Notarial Seal]
My commission expires: