

RECORDATION NO. 17521-M, N FILED

JUN 2 '98 1:55 PM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N.W.  
SUITE 200  
WASHINGTON, D.C.  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

June 3, 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 each of the following secondary documents: two (2) Bills of Sale and Partial Releases, dated May 22, 1998.

The enclosed documents relate to the Equipment Lease Agreement (GATC 91-1), and secondary documents related thereto which were previously filed with the Commission under Recordation Number 17521.

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

Owner Trustee: State Street Bank and Trust Company  
(successor to Fleet National Bank)  
225 Franklin Street  
Boston, Massachusetts 02101

Indenture Trustee: Harris Trust and Savings Bank  
111 West Monroe Street  
Chicago, Illinois 60603

A description of the railroad equipment covered by the enclosed documents is:

railcars GATX 53907 and GATX 7822 are deleted from the Lease and Trust Indenture

*Counterparts - GATC*

JUN 2 1 54 PM '98

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Vernon A. Williams  
June 3, 1998  
Page 2

Also enclosed is a check in the amount of \$52.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg  
Enclosures

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

OFFICE OF THE SECRETARY

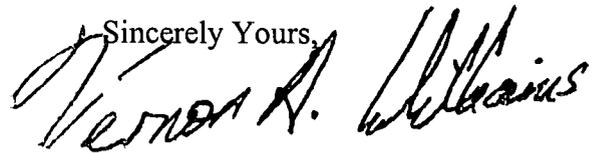
DATE: 6/2/98

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

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 6/2/98 at 1:55PM, and  
assigned recordation number(s). 21443, 21444, 17521-M and 17521-N.

Sincerely Yours,



Vernon A. Williams

Enclosure(s)  
104.00

\$-----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



**BILL OF SALE AND PARTIAL RELEASE** JUN 2 '98 1-55 PM

State Street Bank and Trust Company, not in its individual capacity, but solely as Owner Trustee under GATC Trust 91-1, (the "Lessor") under an Equipment Lease Agreement (GATC Trust 91-1) dated as of September 5, 1991 (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 53907 (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.

Harris Trust and Savings Bank, as trustee (the "Indenture Trustee") under a trust Indenture and Security Agreement (GATC Trust 91-1 dated as of September 5, 1991) (the "Indenture") between the Lessor and the Indenture 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.

Dated: MAY 22nd, 1998

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

By: [Signature]  
Title: VICE PRESIDENT

Harris Trust and Savings Bank, as  
Indenture Trustee

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

State of Illinois )  
 ) SS  
County of Cook )

On this \_\_\_\_\_ day of \_\_\_\_\_, 1998, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, say that he is \_\_\_\_\_ of 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

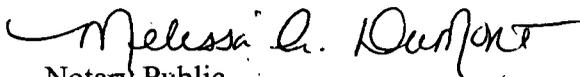
Notary Public

[Notarial Seal]

My commission expires:

State of Connecticut )  
 ) SS  
County of HARTFORD )

On this 22<sup>nd</sup> day of MAY, 1998, before me personally appeared STEVEN CIMALORE, to me personally known, who being by me duly sworn, say that he is VICE PRESIDENT 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

**MELISSA A. DuMONT**  
**NOTARY PUBLIC**  
MY COMMISSION EXPIRES AUG. 31, 2001

[Notarial Seal]

My commission expires:

**BILL OF SALE AND PARTIAL RELEASE**

State Street Bank and Trust Company, not in its individual capacity, but solely as Owner Trustee under GATC Trust 91-1, (the "Lessor") under an Equipment Lease Agreement (GATC Trust 91-1) dated as of September 5, 1991 (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 53907 (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.

Harris Trust and Savings Bank, as trustee (the "Indenture Trustee") under a trust Indenture and Security Agreement (GATC Trust 91-1 dated as of September 5, 1991) (the "Indenture") between the Lessor and the Indenture 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.

Dated: January 8<sup>th</sup>, 1998

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

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

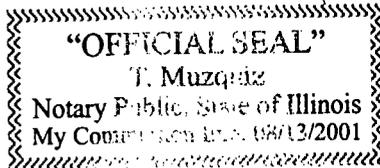
Harris Trust and Savings Bank, as  
Indenture Trustee

By: Jeffrey L. [Signature]  
Title: Assistant Vice President

State of Illinois )  
 ) SS  
County of Cook )

On this 12th day of January, 1998, before me personally appeared Jeffrey L. Kinney, to me personally known, who being by me duly sworn, say that he is Asst. Vice President of 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*J. Muzquiz*  
Notary Public



[Notarial Seal]

My commission expires: 8-13-2001

State of Connecticut )  
 ) SS  
County of \_\_\_\_\_ )

On this \_\_\_\_\_ day of \_\_\_\_\_, 1998, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, say that he is \_\_\_\_\_ 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 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: