

RECORDATION NO. 17521-M.N. FILED

JUN 2 '98 1:55 PM

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

OF COUNSEL
URBAN A. LESTER

Counterparts - Ask:

June 3, 1998

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

JUN 2 1 54 PM '98

RECEIVED
SURFACE TRANSPORTATION BOARD

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

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 "Robert W. 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

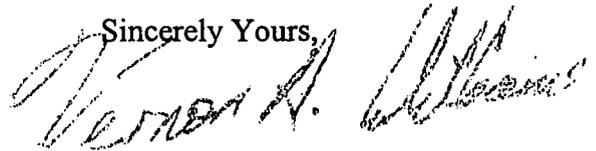
DATE: 6/2/98

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



JUN 2 '98

1-55 PM

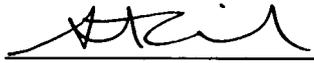
BILL OF SALE AND PARTIAL RELEASE

State Street Bank and Trust Company, successor trustee, not in its individual capacity, but solely as 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 7822 (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 Indenture and hereby acknowledges that the Unit are 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

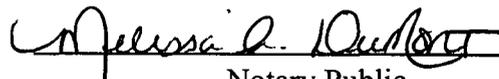
By: 
Title: VICE PRESIDENT

Harris Trust and Savings Bank, as Indenture Trustee

By: _____
Title: _____

State of Connecticut)
) SS:
County of HARTFORD)

On the 22nd day of MAY, 1998, before me personally appeared STEVEN CIMALORE, to me known, who being by me duly sworn, say that (s)he is a 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 (s)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:

State of Illinois)
) SS:
County of Cook)

On the ___ day of _____, 1998, before me personally appeared _____, to me known, who being by me duly sworn, says that (s)he is a _____ 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 (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

State Street Bank and Trust Company, successor trustee, not in its individual capacity, but solely as 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 7822 (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 Indenture and hereby acknowledges that the Unit are no longer subject to the Lease.

Dated: January 13th, 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: AMZ
Title: Assistant Vice President

State of Connecticut)
) SS:
County of)

On the ___ day of _____, 1998, before me personally appeared _____, to me known, who being by me duly sworn, say that (s)he is a _____ 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 (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

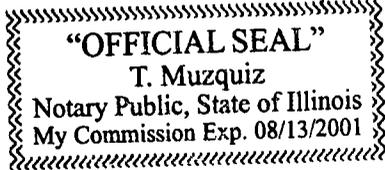
Notary Public

[Notarial Seal]

My commission expires:

State of Illinois)
) SS:
County of Cook)

On the 16th day of January, 1998, before me personally appeared Jeffrey L. Kinney, to me known, who being by me duly sworn, says that (s)he is a 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 (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



T. Muzquiz

Notary Public

[Notarial Seal]

My commission expires: 8-13-2001