

RECORDATION NO. 13626, E, F FILED

NOV 25 '98 11-55 AM

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

November 25, 1998

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

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
NOV 25 11 54 AM '98

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of <sup>two</sup> Bills of Sale and Partial Releases, dated as of October 28, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Trust Agreement (GATC Trust 7A) which was previously filed with the Commission under Recordation Number 13626.

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

Owner: Mellon Leasing Corporation  
One Mellon Bank Center  
Pittsburg, Pennsylvania 15258

Trustee: First Security Bank of Utah, N.A.  
79 South Main Street  
Salt Lake City, Utah 84111

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

two (2) railcars GATX 74249 and GATX 74259  
and GATX 74216

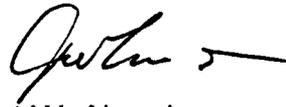
*Country Partner*

Mr. Vernon A. Williams  
November 25, 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 cursive script, appearing to read "Robert W. Alvord", with a 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: 11/25/98

Robert W. Alvord  
Alvord and Alvord  
918 Sixteenth St., 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 11/25/98 at 11:55AM and 12:10PM , and

assigned recordation number(s). 12755-F, 13626-E, 13626-F, 21806, 21807, 21624-H,  
21624-I and 21624-J.

Sincerely Yours,

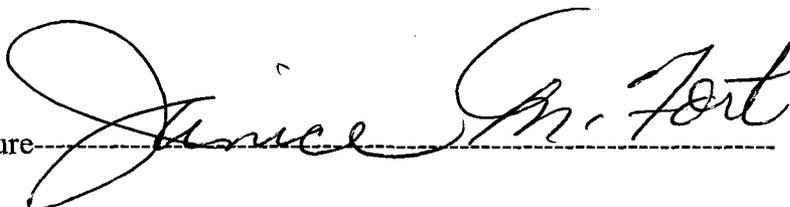
Vernon A. Williams

Enclosure(s)

208.00

\$\_\_\_\_\_ 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**

Mellon Leasing Corporation, as successor Owner, not in its individual capacity, but solely as Owner under GATC Trust 7A (the "Owner") under a Trust Agreement (GATC Trust 7A) dated as of April 1, 1982 (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 74249 and GATX 74259 (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.

First Security Bank of Utah, N.A., as Trustee (the "Trustee") under a Trust Agreement (GATC Trust 7A) dated as of April 1, 1982 between the Trustee and Mellon Leasing Corporation as successor Owner, hereby terminates, releases and discharges its security interest in the Units under the agreement and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: 10/28, 1998

Mellon Leasing Corporation, not in its individual capacity, but solely as Owner

By: *Kathleen K. Wood*  
Title: Assistant Vice President

First Security Bank of Utah, N.A., as Trustee

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

**BILL OF SALE AND PARTIAL RELEASE**

Mellon Leasing Corporation, as successor Owner, not in its individual capacity, but solely as Owner under GATC Trust 7A (the "Owner") under a Trust Agreement (GATC Trust 7A) dated as of April 1, 1982 (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 74249 and GATX 74259 (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.

First Security Bank of Utah, N.A., as Trustee (the "Trustee") under a Trust Agreement (GATC Trust 7A) dated as of April 1, 1982 between the Trustee and Mellon Leasing Corporation as successor Owner, hereby terminates, releases and discharges its security interest in the Units under the agreement and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: \_\_\_\_\_, 1998

Mellon Leasing Corporation, not in its individual capacity, but solely as Owner

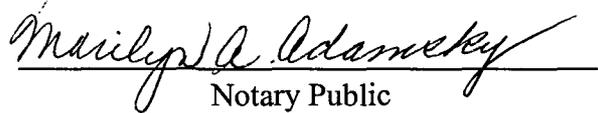
By: \_\_\_\_\_  
Title: \_\_\_\_\_

First Security Bank of Utah, N.A., as Trustee

By: Jamie Mackey  
Title: Assistant Trust Officer

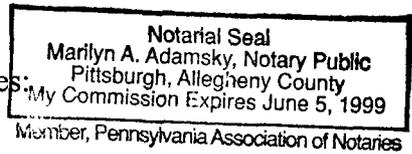
State of Pennsylvania )  
 ) SS:  
County of Allegheny )

On the 28 day of October, 1998, before me personally appeared Kathleen K. Worobe, to me known, who being by me duly sworn, say that (s)he is a Assistant Vice President of Mellon Leasing 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 Utah )  
 ) SS:  
County of )

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 First Security Bank of Utah, N.A., 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 Pennsylvania )  
 ) SS:  
County of Allegheny )

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 Mellon Leasing 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 Utah )  
 ) SS:  
County of **Salt Lake** )

On the <sup>20th</sup> ~~16th~~ day of October, 1998, before me personally appeared Jamie A. Mackie ~~Assistant Trust Officer~~, to me known, who being by me duly sworn, says that (s)he is a \_\_\_\_\_ of First Security Bank of ~~Utah~~, N.A., 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.

[Notarial Seal] NOTARY PUBLIC  
ELIZABETH M. WEBB  
61 So. Main St.  
S.L.C., UT 84111  
COMMISSION EXPIRES  
MAY 7, 2001  
STATE OF UTAH

Elizabeth M. Webb  
Notary Public

My commission expires: