

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of ^{two} 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

NOV 25 11 54 AM '98
RECEIVED
SURFACE TRANSPORTATION
BOARD

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

NOV 25 '98 11-55 AM

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 railcar designated as GATX 74216 (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.

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 Unit under the agreement and hereby acknowledges that the Unit is 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 railcar designated as GATX 74216 (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.

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 Unit under the agreement and hereby acknowledges that the Unit is 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: Jamuel Mackay
Title: Assistant Trust Officer

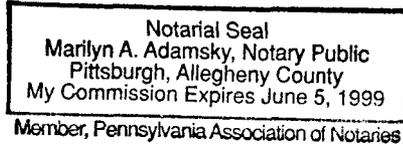
State of Pennsylvania)
) SS:
County of Allegheny)

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.

Marilyn A. Adamsky
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.

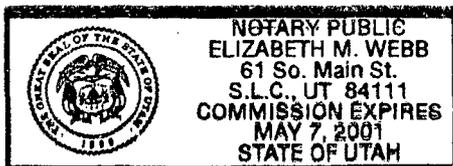
Notary Public

[Notarial Seal]

My commission expires:

State of Utah)
) SS:
County of **Salt Lake**)

On the 28th day of October, 1998, before me personally appeared Jamie A. Mackay to me known, who being by me duly sworn, says that (s)he is a Assistant Trust Officer 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.



Elizabeth M. Webb
Notary Public

[Notarial Seal] **Salt Lake**

My commission expires: