

*County of Salt Lake*

RECORDATION NO. 14160-B FILED

ALVORD AND ALVORD  
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JUN 3 '98 12-25 PM

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

RECORDATION NO. 14161-C FILED  
JUN 3 '98 12-25 PM

RECORDED  
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 a Bill of Sale and Partial Release, dated May 1, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to the Equipment Lease and Security Agreement which were previously filed with the Commission under Recordation Numbers 14160 and 14161. Please file under Recordation Number 14160 and cross-index under Recordation Number 14161.

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

Lessor: First Security Bank, National Association  
79 South Main Street  
Salt Lake City, Utah 84111

Security Trustee: State Street Bank and Trust Company  
(successor to The Connecticut Bank and Trust Company, National Association)  
225 Franklin Street  
Boston, Massachusetts 02101

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

railcars GATX 011350 is being deleted from the Lease and the Security Agreement

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

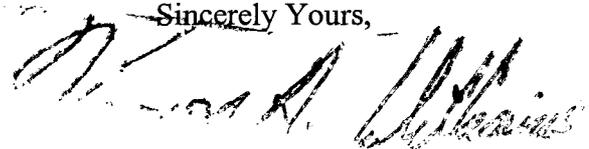
DATE: 6/3/98

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 6/3/98 at 12:25PM, and  
assigned recordation number(s). 14160-A, 14160-B, 14161-C AND 21352-D.

Sincerely Yours,



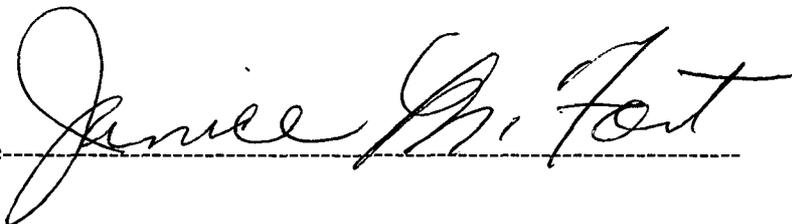
Vernon A. Williams

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 3 '98

12-25 PM

**BILL OF SALE AND PARTIAL RELEASE**

First Security Leasing Company, as Lessor (the "Lessor") under an Equipment Lease Agreement (GATC Trust 83-2) dated as of August 1, 1983 (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 011350 (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.

State Street Bank and Trust Company of Connecticut, N.A., (the "Security Trustee") under the Security Trust (GATC Trust 83-2) dated as of August 1, 1983 (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.

Dated: 5/1, 1998

First Security Leasing Company, as Lessor

By: Mark A. Carpenter  
Title: Dr. J.V.P.

State Street Bank and Trust Company of Connecticut, N.A., as Security Trustee

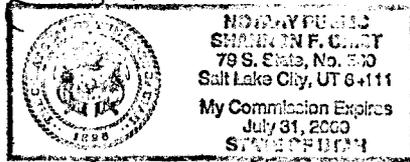
By: \_\_\_\_\_  
Title: \_\_\_\_\_

State of UTAH )  
 ) SS  
County of SALT LAKE )

On this 5<sup>th</sup> day of May, 1998, before me personally appeared Mark J. Carpenter, to me personally known, who being by me duly sworn, say that he/she is Sa. v. A. of First Security Leasing 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.

Shannon F. Christ  
Notary Public

[Notarial Seal]



My commission expires: 7-31-2000

State of )  
 ) 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/she is \_\_\_\_\_ of State Street Bank and Trust Company of Connecticut, N.A., 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:

**BILL OF SALE AND PARTIAL RELEASE**

First Security Leasing Company, as Lessor (the "Lessor") under an Equipment Lease Agreement (GATC Trust 83-2) dated as of August 1, 1983 (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 011350 (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.

State Street Bank and Trust Company of Connecticut, N.A., (the "Security Trustee") under the Security Trust (GATC Trust 83-2) dated as of August 1, 1983 (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.

Dated: 5/1, 1998

First Security Leasing Company, as  
Lessor

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

State Street Bank and Trust  
Company of Connecticut, N.A.,  
as Security Trustee

By: Julie A. Baloma  
Title: \_\_\_\_\_  
**Julie A. Baloma**  
**Assistant Vice President**

State of )  
 ) 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/she is \_\_\_\_\_ of First Security Leasing 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:

State of )  
 ) SS  
County of )

On this 6 day of May, 1998, before me personally appeared **Julio A. Balerna**, to me personally known, who being by me duly sworn, say that he/she is **Assistant Vice President** of State Street Bank and Trust Company of Connecticut, N.A., 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:

JOAO G. CORREIA  
Notary Public  
My Commission Expires July 26, 2002