

RECORDATION NO. 12249 FILED *J.K.*

FEB 22 '99 2-00 PM

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

OF COUNSEL
URBAN A. LESTER

February 22, 1999

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 two (2) of Bills of Sale and Partial Releases, dated January 15, 1999, both secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to Equipment Lease Agreement and Security Agreement (GATC Trust #5) which were previously filed with the Commission under Recordation Number 12249.

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

Owner Trustee: State Street Bank and Trust Company
of Connecticut, NA
225 Franklin Street
Boston, Massachusetts 02101

Investor: Connecticut General Life Insurance Co.
900 Cottage Grove Road
Hartford, Connecticut 06152

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

Two (2) railcars GATX 300789 and GATX 300791

Counter file - J.K.

Mr. Vernon A. Williams
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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".

Robert W. Alvord

RWA/bg
Enclosures

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

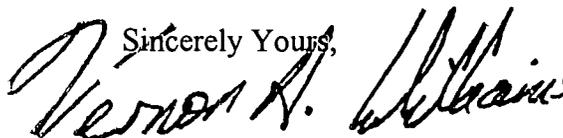
OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord And Alvord
918 16th Street, NW., Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.
11301 and CFR 1177.3 (c), on 2/22/99 at 2:00PM, and
assigned recordation numbers (s): 9747-O, 9750- C, 12249-J and 12249-K

Sincerely Yours,



Vernon A. Williams

Enclosure(s)

104.00 (Acct. 22257)

\$_____ 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



FEB 22 '99 2-00 PM

BILL OF SALE AND PARTIAL RELEASE

State Street Bank and Trust Company of Connecticut, N.A., not in its individual capacity, but solely as Trustee under GATC Trust 5, (the "Lessor") under an Equipment Lease Agreement (GATC Trust 5) dated as of September 15, 1980 (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 300789 (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.

Connecticut General Life Insurance Company, as Investor (the "Investor") under a Security Trust Agreement (GATC Trust 5) dated as of September 15, 1980 (the "Security Trustee") between the Lessor and the Investor, 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 15, 1999

State Street Bank and Trust
Company of Connecticut, N.A., not
in its individual capacity, but solely
as Lessor

By: 
Title: Assistant Vice President

Connecticut General Life Insurance
Company, as Investor

By: _____
Title: _____

BILL OF SALE AND PARTIAL RELEASE

State Street Bank and Trust Company of Connecticut, N.A., not in its individual capacity, but solely as Trustee under GATC Trust 5, (the "Lessor") under an Equipment Lease Agreement (GATC Trust 5) dated as of September 15, 1980 (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 300789 (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.

Connecticut General Life Insurance Company, as Investor (the "Investor") under a Security Trust Agreement (GATC Trust 5) dated as of September 15, 1980 (the "Security Trustee") between the Lessor and the Investor, 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 15, 1999

State Street Bank and Trust
Company of Connecticut, N.A., not
in its individual capacity, but solely
as Lessor

By: _____
Title: _____

Connecticut General Life Insurance
Company, as Investor

By *CIGNA Investments, Inc.*
By: *J. R. Hirsch*
Title: *Managing Director*

State of Suffolk)
) SS
County of Massachusetts)

On this 12th day of February, 1999, before me personally appeared Ch. C. Ma, 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:

JAMES M. COOLIDGE
Notary Public
My Commission Expires June 19, 2003

State of Connecticut)
) SS
County of)

On this _____ day of _____, 1999, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he/she is _____ of Connecticut General Life Insurance 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 Suffolk)
) SS
County of Massachusetts)

On this _____ day of _____, 1999, 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:

State of Connecticut)
) SS
County of Hartford)

On this 26th day of January, 1999, before me personally appeared James R. Kuzemchak to me personally known, who being by me duly sworn, say that he/~~she~~ is Managing Director of Connecticut General Life Insurance 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.

Damaris S. Mansfield
Notary Public

CIGNA Investments, Inc., acting on behalf of

[Notarial Seal]

My commission expires:

DAMARIS S. MANSFIELD
NOTARY PUBLIC
MY COMMISSION EXPIRES APR. 30, 2000