

**BILL OF SALE AND PARTIAL RELEASE**

MAR 22 1999

1-15 PM

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust No. 93-1C (the "Lessor") under an Equipment Lease Agreement (GATC Trust No. 93-1C) dated as of July 21, 1993 (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 37698 (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 terms under the Lease with respect to the Unit and the obligation of the Lease to pay rent for such Unit under the Lease has terminated.

The First National Bank of Chicago, as Indenture Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 93-1C) dated as of July 21, 1993 (the "Indenture Trustee") 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 is no longer subject to the Lease.

Dated: MAR 2, 1998<sup>9</sup>

Wilmington Trust Company,  
not in its individual capacity,  
but solely as Owner Trustee

By: *C. Pagler*  
Title: Financial Services Officer

First National Bank of Chicago,  
not in its individual capacity,  
but solely as Indenture Trustee

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

I hereby certify that a copy of this document was deposited in the Office of the Registrar General of Canada on the 13<sup>th</sup> day of April, A.D. 1999 at 3:02 p.m.

*U. Klemers*  
Deputy Registrar General of Canada

**BILL OF SALE AND PARTIAL RELEASE**

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust No. 93-1C (the "Lessor") under an Equipment Lease Agreement (GATC Trust No. 93-1C) dated as of July 21, 1993 (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 37698 (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 terms under the Lease with respect to the Unit and the obligation of the Lease to pay rent for such Unit under the Lease has terminated.

The First National Bank of Chicago, as Indenture Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 93-1C) dated as of July 21, 1993 (the "Indenture Trustee") 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 is no longer subject to the Lease.

Dated: 10/14, 1998

Wilmington Trust Company,  
not in its individual capacity,  
but solely as Owner Trustee

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

First National Bank of Chicago,  
not in its individual capacity,  
but solely as Indenture Trustee

By: M. J. Foye  
Title: Asst. Vice President

I hereby certify that a copy of this document was deposited in the Office of the Registrar General of Canada on the 13th day of April, A.D. 1999 at 3:02 p.m.

H. Clements  
Deputy Registrar General of Canada

State of Delaware )  
 )SS:  
County of New Castle )

On the 2nd day of March, 1998, before me personally appeared **CHARLOTTE PAGLIA**, to me known, who being by me duly sworn, says that (s)he is a ~~Financial Services Officer~~ of Wilmington 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.

*Susanne M. Gula*  
Notary Public

**SUSANNE M. GULA**  
**NOTARY PUBLIC**  
**My Commission Expires November 21, 1999**

[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 First National Bank of Chicago, 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 Delaware )  
 )SS:  
County of New Castle )

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 Wilmington 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 14<sup>th</sup> day of October, 1998, before me personally appeared Mark J. Frye, to me known, who being by me duly sworn, says that (s)he is a Asst. Vice President of First National Bank of Chicago, 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.

Anthony March  
Notary Public

[Notarial Seal]  
My commission expires: