

ALVORD AND ALVORD

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OF COUNSEL
URBAN A. LESTER

February 8, 2000

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

RECORDATION NO. 14166-C FILED
FEB 8 '00 3-4 3 PM
TS
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 of a Bill of Sale and Partial Release, dated January 19, 2000, a secondary document, as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the GATC Trust 83-3 which as previously filed with the Commission under Recordation Number 14166.

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

Lessor: B.A. Leasing & Capital Corporation
555 California Street
San Francisco, California 94104

[Lessee: General American Transportation Corporation]

Security Trustee: State Street Bank and Trust Company
225 Franklin Street
Boston, Massachusetts 01210

A description of the railcar which has been destroyed and is covered by the enclosed document is:

one (1) railcar GATX 061126

TS

Mr. Vernon Williams
February 8, 2000
Page Two

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

FEB 8 '00 3-4 3 PM

BILL OF SALE AND PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

B. A. Leasing & Capital Corporation, as Lessor (the "Lessor") under an Equipment Lease Agreement (GATC Trust 83-3) 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 061126 (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, (the "Security Trustee") under the Security Trust (GATC Trust 83-3) 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: January 19, 2000

B. A. Leasing & Capital Corporation, as Lessor

By: Robert J. McMahon
Title: Vice President

State Street Bank and Trust Company, as Security Trustee

By: _____
Title: _____

BILL OF SALE AND PARTIAL RELEASE

B. A. Leasing & Capital Corporation, as Lessor (the "Lessor") under an Equipment Lease Agreement (GATC Trust 83-3) 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 061126 (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, (the "Security Trustee") under the Security Trust (GATC Trust 83-3) 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: 1/19, 2000

B. A. Leasing & Capital Corporation, as Lessor

By: _____
Title: _____

State Street Bank and Trust Company, as Security Trustee

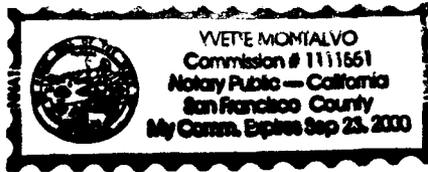
By: *Judith Adams*
Title: **ASSISTANT VICE PRESIDENT**

State of CALIFORNIA)
) SS
County of SAN FRANCISCO)

On this 19TH day of JANUARY, 2000, before me personally appeared ROBERT L. MCHADON, to me personally known, who being by me duly sworn, say that he/she is VICE PRESIDENT of B. A. Leasing & Capital Corporation, 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.

Yvette Montalvo
Notary Public

[Notarial Seal]



My commission expires:

State of)
) SS
County of)

On this _____ day of _____, 2000, 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, 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 _____ day of _____, 2000, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he/she is _____ of B. A. Leasing & Capital Corporation, 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 MA)
) SS
County of Suffolk)

On this 24 day of January, 2000, 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, 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