

RECORDATION NO. **20244-AA** FILED

DEC 19 '00 2-44 PM

<sup>TS</sup>  
SURFACE TRANSPORTATION BOARD

OF COUNSEL  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

December 19, 2000

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

Re: GATC 96-1

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are five (5) copies of the following document, dated as of October 31, 2000: Bill of Sale and Partial Release.

The enclosed document relates to the Equipment Lease and Trust Indenture (GATC 96-1) previously filed with the Board under Recordation Number 20244.

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

Bill of Sale and Partial Release

Owner Trustee: First Security Bank, N.A.  
79 South Main Street  
Salt Lake City, Utah 84111

Indenture Trustee: Bank One Trust Company  
One First National Plaza  
Chicago, Illinois 60670

Mr. Vernon A. Williams  
December 19, 2000  
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A description of the railroad equipment covered by the enclosed document is:

one (1) railcar being DELETED from the Lease and Trust Indenture:  
GATX 006392

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 each of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

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**BILL OF SALE AND PARTIAL RELEASE**

**SURFACE TRANSPORTATION BOARD**

First Security Bank, N.A. not in its individual capacity, but solely as Owner Trustee under GATC Trust 96-1, (the "Lessor") under an Equipment Lease Agreement (GATC Trust 96-1) dated as of August 28, 1996 (the "Lease") between the Lessor and GATX Rail Corporation name changed from 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 006392 (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.

Bank One Trust Company, NA, as Indenture Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement GATC Trust 96-1 dated as of August 28, 1996 (the "Indenture") between the Lessor and the Indenture 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: October 31, 2000

First Security Bank, N.A.  
not in its individual capacity, but  
solely as Owner Trustee

By:   
Title: Vice President

Bank One Trust Company, NA,  
not in its individual capacity, but  
solely as Indenture Trustee

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

**BILL OF SALE AND PARTIAL RELEASE**

First Security Bank, N.A. not in its individual capacity, but solely as Owner Trustee under GATC Trust 96-1, (the "Lessor") under an Equipment Lease Agreement (GATC Trust 96-1) dated as of August 28, 1996 (the "Lease") between the Lessor and GATX Rail Corporation name changed from 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 006392 (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.

Bank One Trust Company, NA, as Indenture Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement GATC Trust 96-1 dated as of August 28, 1996 (the "Indenture") between the Lessor and the Indenture 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: October 31, 2000

First Security Bank, N.A.  
not in its individual capacity, but  
solely as Owner Trustee

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

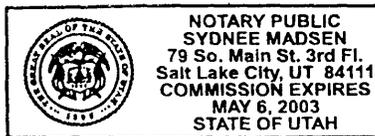
Bank One Trust Company, NA,  
not in its individual capacity, but  
solely as Indenture Trustee

By: M. J. Orze  
Title: **Vice President**

State of Utah )  
 ) SS  
County of Salt Lake )

On this 13 day of November, 2000, before me personally appeared Janeen R. Higgs, to me personally known, who being by me duly sworn, say that he/she is Vice President of First Security Bank, 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 Illinois )  
 ) SS  
County of Cook )

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 Bank One Trust Company, NA, 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 Utah )  
 ) SS  
County of Salt Lake )

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 First Security Bank, 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 Illinois )  
 ) SS  
County of Cook )

On this 17<sup>th</sup> day of November, 2000, before me personally appeared Mark J. Frye, to me personally known, who being by me duly sworn, say that he/she is Vice - Pres of Bank One Trust Company, NA, 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: