

RECORDATION NO. 20896-M FILED

JAN 10 '01 9-42 AM

SURFACE TRANSPORTATION BOARD

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

January 10, 2001

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 of the following secondary document: Bill of Sale and Partial Release.

The enclosed document relates to the Equipment Lease and Trust Indenture (GATC 97-2) previously filed with the Board under Recordation Number 20896.

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

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

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

A description of the railroad equipment covered by the enclosed document is

one railcar GATX 031503

Mr. Vernon Williams  
January 10, 2001  
Page Two

A short summary of the document to appear in the index follows:

Bill of Sale and Partial Release between State Street Bank and Trust Company of Connecticut, Owner Trustee, and Bank One Trust Company, Indenture Trustee, deleting one railcar GATX 031503 from the Lease and Indenture.

Also enclosed is a check in the amount of \$27.00 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/anm  
Enclosures

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**BILL OF SALE AND PARTIAL RELEASE**

**SURFACE TRANSPORTATION BOARD**

State Street Bank and Trust Company of Connecticut, N.A., not in its individual capacity, but solely as Owner Trustee under GARC Trust 97-2 (the "Lessor") under an Equipment Lease Agreement (GARC Trust 97-2) dated as of September 24, 1997 (the "Lease") between the Lessor and General American Railcar 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 031503 (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 trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC Trust 97-2) dated as of September 24, 1997 (the "Indenture") 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: October 24, 2000

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

By:   
Title: ASSISTANT 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**

State Street Bank and Trust Company of Connecticut, N.A., not in its individual capacity, but solely as Owner Trustee under GARC Trust 97-2 (the "Lessor") under an Equipment Lease Agreement (GARC Trust 97-2) dated as of September 24, 1997 (the "Lease") between the Lessor and General American Railcar 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 031503 (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 trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC Trust 97-2) dated as of September 24, 1997 (the "Indenture") 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: October 24, 2000

State Street Bank and Trust Company of  
Connecticut 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:   
Title: **Vice President**

Commonwealth of Massachusetts )  
 ) SS:  
County of Suffolk )

On the 2<sup>nd</sup> day of November, 2000, before me personally appeared Alison Della Cetta,  
to me known, who being by me duly sworn, say that he/she is a Assistant Vice President  
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 (s)he  
acknowledged that the execution of the foregoing instrument was the free act and deed of  
said corporation.

  
\_\_\_\_\_  
Notary Public  
CECIL A. GILBERT  
Notary Public  
My Commission Expires July 12, 2002

[Notarial Seal]

My commission expires:

State of Illinois )  
 ) SS:  
County of Cook )

On the \_\_\_ day of \_\_\_\_\_, 2000, before me personally appeared  
\_\_\_\_\_, to me known, who being by me duly sworn, says that he/she is a  
\_\_\_\_\_ 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 (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:

Commonwealth of Massachusetts )  
 ) SS:  
County of Suffolk )

On the \_\_\_ day of \_\_\_\_\_, 2000, before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, say that he/she is a \_\_\_\_\_ 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 (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 17 day of November, 2000, before me personally appeared Mark J. Frye, to me known, who being by me duly sworn, says that ~~he~~ she is a V.P. 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 (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Waldo L. Luman  
Notary Public

[Notarial Seal]

My commission expires: