

RECORDATION NO. 15099-C FILED

FEB 5 '01 2-29 PM  
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SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

February 5, 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 a Bill of Sale and Partial Release, dated January 1, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement and Security Agreement (GATC Trust 86-2) which were previously filed with the Commission under Recordation Number 15099.

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

Lessor/Seller: Wilmington Trust Company, as Trustee  
Rodney Square North  
1100 North Market  
Wilmington, Delaware 19890

Secured Party: The Bank of New York  
48 Wall Street  
New York, New York

Mr. Vernon A. Williams  
February 5, 2001  
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A description of the railroad equipment covered by the enclosed document is:

one (1) railcar GATX 22423

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

Bill of Sale and Partial Release between Wilmington Trust Company  
and The Bank of New York deleting railcar GATX 22423 from the Lease  
and Security Agreement.

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

RECORDATION NO. 15099-C FILED

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**BILL OF SALE AND PARTIAL RELEASE**

**SURFACE TRANSPORTATION BOARD**

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 86-2, (the "Lessor") under an Equipment Lease Agreement (GATC Trust 86-2) dated as of November 1, 1986 (the "Lease") between the Lessor and GATX Rail Corporation formerly 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 22423 (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 of New York, as Security Trustee (the "Security Trustee") under a Security Trust Agreement (GATC Trust 86-2) dated as of November 1, 1986 (the "Security Trustee") 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 1, 2001

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

By:   
Title: Financial Services Officer

Bank of New York, as Security Trustee

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

**BILL OF SALE AND PARTIAL RELEASE**

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 86-2, (the "Lessor") under an Equipment Lease Agreement (GATC Trust 86-2) dated as of November 1, 1986 (the "Lease") between the Lessor and GATX Rail Corporation formerly 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 22423 (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 of New York, as Security Trustee (the "Security Trustee") under a Security Trust Agreement (GATC Trust 86-2) dated as of November 1, 1986 (the "Security Trustee") 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 1, 2001

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

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

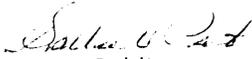
Bank of New York, as Security Trustee

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

THOMAS B. ZAKRZEWSKI  
VICE PRESIDENT

State of Delaware )  
 ) SS  
County of New Castle )

On this 9 day of January, 2001, before me personally appeared CHARLOTTE PAGLIA, to me personally known, who being by me duly sworn, say that he/she is 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 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  
**CALLIE IPSET**  
**NOTARY PUBLIC DELAWARE**  
My Commission Expires July 12, 2002

State of New York )  
 ) SS  
County of )

On this \_\_\_\_\_ day of \_\_\_\_\_, 2001, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, say that he/she is \_\_\_\_\_ of Bank of New York, 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 Delaware )  
 ) SS  
County of New Castle )

On this \_\_\_\_\_ day of \_\_\_\_\_, 2001, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, say that he/she is \_\_\_\_\_ 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 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 New York )  
 ) SS  
County of )

On this 9 day of JANUARY, 2001, before me personally appeared ~~THOMAS B. ZAKRZEWSKI~~ me personally known, who being by me duly sworn, say that he/she is VICE PRESIDENT of Bank of New York, 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:



WILLIAM J. CASSELS  
Notary Public, State of New York  
No. 01CA5027729  
Qualified in Bronx County  
Commission Expires May 16, 2002