

14522-G

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FEB 13 '02 10-03 AM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

February 13, 2002

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 3, 2002, a secondary document, as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease and Security Agreement (84-1) previously filed with the Commission under Recordation Number 14522.

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

Lessor: FINOVA Capital Corporation
One Crossroads Center, Building A
Bedminster, New Jersey 07921

Security Trustee: The Bank of New York
1 Wall Street
New York, NY 10015

Mr. Vernon A. Williams
February 13, 2002
Page Two

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

One (1) railcar GATX 021367

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

Bill of Sale and Partial Release

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fee.

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

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

BILL OF SALE AND PARTIAL RELEASE

FINOVA Capital Corporation as Successor to The Bank of New York, the Lessor (the "Lessor") under a Restated and Amended Equipment Lease Agreement (GATC Trust 84-1) dated as of December 20, 1984 (the "Lease") between the Lessor and GATX Financial Corporation, successor by merger to GATX Rail Corporation, formerly named General American Transportation Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release by virtue of receipt of a casualty payment representing the stipulated loss value for a railcar, to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 021367 (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.

The Bank of New York successor to Mercantile - Safe Deposit and Trust Company, as trustee (the "Security Trustee") under a Trust Indenture and Security Agreement (GATC Trust 84-1) dated as of December 20, 1984 (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: January 3, 2002

FINOVA Capital Corporation, as successor to
BNY Capital Resources Corporation,
Lessor

By: Pamela M. Harr
Title: Vice President

The Bank of New York, successor to Mercantile-Safe
Deposit and Trust Company

By: _____
Title: _____

RECORDED 14522-G FILED

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SURFACE TRANSPORTATION BOARD

BILL OF SALE AND PARTIAL RELEASE

FINOVA Capital Corporation as Successor to The Bank of New York, the Lessor (the "Lessor") under a Restated and Amended Equipment Lease Agreement (GATC Trust 84-1) dated as of December 20, 1984 (the "Lease") between the Lessor and GATX Financial Corporation, successor by merger to GATX Rail Corporation, formerly named General American Transportation Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release by virtue of receipt of a casualty payment representing the stipulated loss value for a railcar, to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 021367 (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.

The Bank of New York successor to Mercantile - Safe Deposit and Trust Company, as trustee (the "Security Trustee") under a Trust Indenture and Security Agreement (GATC Trust 84-1) dated as of December 20, 1984 (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: January 3, 2002

FINOVA Capital Corporation, as successor to
BNY Capital Resources Corporation,
Lessor

By: _____
Title: _____

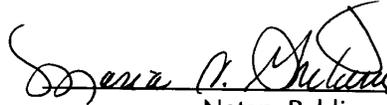
The Bank of New York, successor to Mercantile-Safe
Deposit and Trust Company

By: *Thomas B. Zakrzewski*
Title: _____

THOMAS B. ZAKRZEWSKI
VICE PRESIDENT

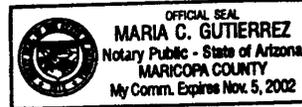
State of Arizona)
) SS:
County of Maricopa)

On this 24th day of January, 2002, before me personally appeared Amela M. Hart, to me known, who being by me duly sworn, say that (s)he is a Vice President of FINOVA Capital Corporation, 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 New York)
) SS:
County of)

On this ___ day of _____, 2002, before me personally appeared _____, to me known, who being by me duly sworn, says that (s)he is a _____ 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 (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 Arizona)
) SS:
County of Maricopa)

On this ___ day of _____, 2002, before me personally appeared _____, to me known, who being by me duly sworn, say that (s)he is a _____ of FINOVA Capital Corporation, 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 New York)
) SS:
County of)

On this 8 day of JANUARY, 2002, before me personally appeared THOMAS B. ZAKRZEWSKI to me known, who being by me duly sworn, says that (s)he is a 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 (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:

WILLIAM J. CASSELE
Notary Public, State of New York
No. 01045027729
Qualified in Bronx County
Commission Expires May 16, 2002