

RECORDED 17521-00 FILED  
JAN 29 04 3-37 PM  
SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
VERNON A. LESTER

January 29, 2004

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 four (4) copies of the following secondary documents: Bill of Sale and Partial Release, dated as of July 12, 2002.

The enclosed documents relate to the Equipment Lease (GATC Trust No. 91-1) and other documents associated therewith which were previously filed with the Commission/Board under Recordation Number 17521.

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

Bill of Sale and Partial Release

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

Indenture Trustee: Harris Trust and Savings Bank  
111 West Monroe Street  
Chicago, Illinois 60603

Mr. Vernon A. Williams  
January 29, 2004  
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A description of the railroad equipment covered by the enclosed documents is:

Railcars GATX 003304 is deleted from the Lease and Trust Indenture.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

17521-000  
FILED

**BILL OF SALE AND PARTIAL RELEASE**

JUL 29 2002 8:37 PM

JURISDICTION OF THE COURT OF RECORD

State Street Bank and Trust Company, as successor to The Connecticut National Bank, not in its individual capacity, but solely as owner trustee under GATC Trust 91-1 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 91-1) dated as of September 5, 1991 (the "Lease") between the Lessor and GATX Financial Corporation, successor by merger to GATX Rail 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 003304 (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.

BNY Midwest Trust Company, as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 91-1) dated as of September 5, 1991 (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: July 12, 2002

State Street Bank and Trust Company, not in its individual capacity, but solely as Owner Trustee

By: \_\_\_\_\_  
Title: Matthew P. [Signature]

BNY Midwest Trust Company, not in its individual capacity, but as Indenture Trustee

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

**BILL OF SALE AND PARTIAL RELEASE**

State Street Bank and Trust Company, as successor to The Connecticut National Bank, not in its individual capacity, but solely as owner trustee under GATC Trust 91-1 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 91-1) dated as of September 5, 1991 (the "Lease") between the Lessor and GATX Financial Corporation, successor by merger to GATX Rail 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 003304 (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.

BNY Midwest Trust Company, as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 91-1) dated as of September 5, 1991 (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: July 12, 2002

State Street Bank and Trust Company, not in its individual capacity, but solely as Owner Trustee

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

BNY Midwest Trust Company, not in its individual capacity, but as Indenture Trustee

By: *[Signature]*  
Title: VICEL PRESIDENT

State of Connecticut )  
 ) SS:  
County of Hartford )

On the 1<sup>st</sup> day of September, 2002, before me personally appeared Michael A. Frerking to me known, who being by me duly sworn, say that he is a Authorized Signatory 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.

[Signature]  
Notary Public

[Notarial Seal]

My commission expires:

State of Illinois )  
 ) SS:  
County of Cook )

On the \_\_\_ day of \_\_\_\_\_, 2002, before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, says that she is a \_\_\_\_\_ of BNY Midwest Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and she 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 Connecticut )  
 ) SS:  
County of Hartford )

On the \_\_\_ day of \_\_\_\_\_, 2002, before me personally appeared \_\_\_\_\_ to me known, who being by me duly sworn, say that he is a \_\_\_\_\_ 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.

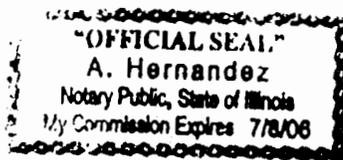
\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires:

State of Illinois )  
 ) SS:  
County of Cook )

On the \_\_\_ day of \_\_\_\_\_, 2002, before me personally appeared J. BARTOLINI to me known, who being by me duly sworn, says that she is a VICE PRESIDENT of BNY Midwest Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

My commission expires: 7/8/06

A. Hernandez  
Notary Public