

RECORDATION NO. 20895-11H FILED

APR 27 '04 2-50 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

April 26, 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 five (5) copies of the following secondary document: Bill of Sale and Partial Release, dated April 12, 2004.

The enclosed document relates to the Equipment Lease and Trust Indenture (GARC Trust 97-1) previously filed with the Board under Recordation Number 20895.

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

Owner Trustee: U.S. Bank National Association  
(successor to State Street Bank and  
Trust Company of Connecticut, N.A.)  
225 Franklin Street  
Boston, Massachusetts 02110

Indenture Trustee: JPMorgan Chase Bank  
(successor to Bank One  
Trust Company, NA)  
One First National Plaza  
Chicago, Illinois 60670

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

One Railcar: GACX 006342

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 \$30.00 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,



Robert W. Alvord

RWA/anm  
Enclosures

20895-177  
FILED

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**BILL OF SALE AND PARTIAL RELEASE**

SURFACE TRANSPORTATION BOARD

U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut, N.A., not in its individual capacity, but solely as Owner Trustee under GARC Trust 97-1 (the "Lessor") under an Equipment Lease Agreement (GARC Trust 97-1) 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 GACX 006342 (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.

JP Morgan Chase Bank, as successor in interest to Bank One Trust Company, NA, as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC Trust 97-1) 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: April 12, 2004

U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut N.A., not in its individual capacity, but solely as Owner Trustee

By:   
Title: VICE PRESIDENT

JP Morgan Chase Bank, as successor in interest to Bank One Trust Company, NA, not in its individual capacity, but solely as Indenture Trustee

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

**BILL OF SALE AND PARTIAL RELEASE**

U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut, N.A., not in its individual capacity, but solely as Owner Trustee under GARC Trust 97-1 (the "Lessor") under an Equipment Lease Agreement (GARC Trust 97-1) 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 GACX 006342 (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.

JP Morgan Chase Bank, as successor in interest to Bank One Trust Company, NA, as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC Trust 97-1) 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: April 12, 2004

U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut N.A., not in its individual capacity, but solely as Owner Trustee

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

JP Morgan Chase Bank, as successor in interest to Bank One Trust Company, NA, not in its individual capacity, but solely as Indenture Trustee

By:  \_\_\_\_\_  
Title: Attorney-in-Fact

State of Massachusetts )  
 ) SS:  
County of Suffolk )

On the 22 day of April, 2004, before me personally appeared ALISON D.B. NADEAU, to me known, who being by me duly sworn, say that he/she is a VICE PRESIDENT of U.S. Bank National Association, as successor to 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.

*Zlatan Catic*

Notary Public

[Notarial Seal]

ZLATAN CATIC  
NOTARY PUBLIC  
COMMONWEALTH OF MASSACHUSETTS  
MY COMMISSION EXPIRES FEBRUARY 18, 2011

My commission expires:

State of Illinois )  
 ) SS:  
County of Cook )

On the \_\_\_ day of \_\_\_\_\_, 2004, before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, says that he/she is a \_\_\_\_\_ of JP Morgan Chase Bank, as successor in interest to 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:

State of Massachusetts )  
 ) SS:  
County of Suffolk )

On the \_\_\_ day of \_\_\_\_\_, 2004, before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, say that he/she is a \_\_\_\_\_ of U.S. Bank National Association, as successor to 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 19<sup>th</sup> day of April, 2004, before me personally appeared Mark J. Frye, to me known, who being by me duly sworn, says that he/she is a Attorney-In-Fact of JP Morgan Chase Bank, as successor in interest to 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.



*Susie Moy*  
Notary Public

[Notarial Seal]

My commission expires: