

RECORDATION NO. 20896-~~II~~  
FILED

JUL 20 '05 8-08 AM

SURFACE TRANSPORTATION BOARD

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July 19, 2005

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 three (3) copies of a Bill of Sale and Partial Release, dated June 6, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (GARC Trust No. 97-2) which was previously filed with the Board under Recordation Number 20896.

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

Owner Trustee: U.S. Bank National Association (as successor  
to State Street Bank and Trust Company)  
225 Franklin Street  
Boston, Massachusetts 02101

Indenture Trustee: JP Morgan Chase Bank  
(successor in interest to Bank One,  
National Association)  
1 Bank One Plaza  
Chicago, Illinois 60670

Mr. Vernon A. Williams  
July 19, 2005  
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A description of the railroad equipment covered by the enclosed document is:

Railcars GACX 006740 and GATX 080640 are being replaced.

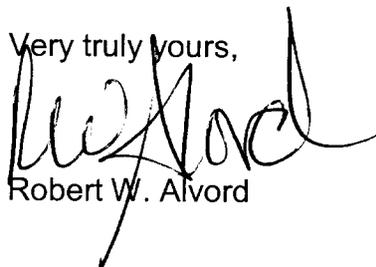
A short summary of the document to appear in the index is:

Bill of Sale and Partial Release.

Also enclosed is a check in the amount of \$33.00 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,

A handwritten signature in black ink, appearing to read "R. Alvord", written over the typed name.

Robert W. Alvord

RWA/bjg  
Enclosures

**BILL OF SALE AND PARTIAL RELEASE**

JUL 20 '05 8-08 AM

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 97-2 (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 railcars designated as GACX 006740 and GATX 080640 (the "Units"), "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 Units and the obligation of the Lessee to pay rent for such Units 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 97-2) 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 Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: June 6, 2005

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 97-2 (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 railcars designated as GACX 006740 and GATX 080640 (the "Units"), "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 Units and the obligation of the Lessee to pay rent for such Units 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 97-2) 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 Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: June 6, 2005

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: Jose Jimenez  
Title: Assistant Vice President

State of Massachusetts )  
 ) SS:  
County of Suffolk )

On the 15 day of June, 2005, 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 he/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:

RACHEL M. SYLVIA  
NOTARY PUBLIC  
COMMONWEALTH OF MASSACHUSETTS  
MY COMMISSION EXPIRES FEBRUARY 18, 2011

State of Illinois )  
 ) SS:  
County of Cook )

On the \_\_\_ day of \_\_\_\_\_, 2005, 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 he/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 Massachusetts )  
 ) SS:  
County of Suffolk )

On the \_\_\_ day of \_\_\_\_\_, 2005, 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 he/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 ~~Illinois~~ Texas )  
 ) SS:  
County of ~~Cook~~ Harris )

On the 11<sup>th</sup> day of July, 2005, before me personally appeared Josie Jimenez, to me known, who being by me duly sworn, says that he/she is a Assistant Vice President 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 he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

Cecilia A. Garcia

[Notarial Seal]

My commission expires: 5-18-2006

