

RECORDATION NO. 20895 PP FILED

NOV 09 '05

12-33 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
—  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

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

November 8, 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 two (2) copies of a Bill of Sale and Partial Release, dated October 20, 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. 97-1) which was previously filed with the Commission under Recordation Number 20895

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, MA 02101

Indenture Trustee: JP Morgan Trust Company, N.A.  
(successor in interest to Bank One,  
National Association)  
1 Bank One Plaza  
Chicago, IL 60670

Mr. Vernon A. Williams  
November 8, 2005  
Page Two

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

Railcar 006989

A short summary to appear in the index follows:

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 one stamped copy of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

## BILL OF SALE AND PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

U.S. Bank National Association, 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 006989 (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.

J.P. Morgan Trust Company, N.A., successor-in-interest to Bank One, National Association 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: October 20, 2005

U.S. Bank National Association, 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

J.P. Morgan Trust Company, N.A., successor-in-interest to Bank One, National Association, not in its individual capacity, but solely as Indenture Trustee

By:

Title:

  
Vice President

State of Commonwealth of Massachusetts )  
 ) SS:  
County of Suffolk )

On the 31 day of October, 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, 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 31<sup>ST</sup> day of OCTOBER, 2005, before me personally appeared George REAVES, to me known, who being by me duly sworn, says that he/she is a Vice President of J.P. Morgan Trust Company, N.A., successor-in-interest to Bank One, National Association 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.

*Diane Mary Wertz*  
Notary Public



[Notarial Seal]

My commission expires:

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 11/8/05



\_\_\_\_\_  
Robert W. Alvord