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May 2, 2000

RECORDATION NO. 17121-BB FILED

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D C 20423

MAY 2 '00 4-05 PM  
TS  
SURFACE TRANSPORTATION BOARD

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 July 7, 1999, 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 (GATC Trust No 90-2) which were previously filed with the Commission under Recordation Number 17121

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

Bill of Sale and Partial Release

Seller/Lessor: Wilmington Trust Company, as Trustee  
Rodney Square North  
1100 North Market  
Wilmington, Delaware 19890

Buyer/Lessee: ~~General American Transportation Corporation~~  
~~500 West Monroe Street~~  
Chicago, Illinois 60661

Harris Trust & Savings Bank <sup>RWA</sup>  
111 West Monroe Street  
Chicago, Illinois 60603

Mr. Vernon A Williams  
May 2, 2000  
Page 2

A description of the railroad equipment covered by the enclosed document is railcar GATX 065362 is being deleted from the Lease and Security Agreement.

Also enclosed is a check in the amount of \$26 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/bg  
Enclosures

MAY 2 '00 4-05 PM

**BILL OF SALE AND PARTIAL RELEASE**

**SURFACE TRANSPORTATION BOARD**

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GATC Trust 90-2, (the "Lessor") under an Equipment Lease Agreement (GATC Trust 90-2) dated as of December 14, 1990 (the "Lease") between the Lessor and General American Transportation 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 065362 (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.

Harris Trust & Savings Bank, as Security Trustee (the "Security Trustee") under the Security Agreement GATC Trust 90-2 dated as of December 14, 1990 (the "Trustee") between the Lessor and the Security Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Security Agreement and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: July 7, 1999

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By: *[Signature]*  
Title: Financial Services Officer

Harris Trust & Savings Bank,  
as Security Trustee

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

**BILL OF SALE AND PARTIAL RELEASE**

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GATC Trust 90-2, (the "Lessor") under an Equipment Lease Agreement (GATC Trust 90-2) dated as of December 14, 1990 (the "Lease") between the Lessor and General American Transportation 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 065362 (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.

Harris Trust & Savings Bank, as Security Trustee (the "Security Trustee") under the Security Agreement GATC Trust 90-2 dated as of December 14, 1990 (the "Trustee") between the Lessor and the Security Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Security Agreement and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: July 7, 1999

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

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

Harris Trust & Savings Bank,  
as Security Trustee

By:   
Title: VICE PRESIDENT

State of Delaware )  
 ) SS  
County of New Castle)

On this 17<sup>th</sup> day of March, 2000, before me personally appeared **CHARLOTTE PAGLIA**, to me personally known, who being by me duly sworn, say that he is ~~Financial Services Officer~~ of Wilmington 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.

*Karen Stannette Newson*  
Notary Public  
[Notarial Seal]  
My commission expires:  
**KAREN STANNETTE NEWSON**  
**NOTARY PUBLIC-DELAWARE**  
**My Commission Expires June 28, 2001**  
State of Illinois )  
 ) SS  
County of Cook )

On this \_\_\_\_\_ day of \_\_\_\_\_, 1999, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, say that he is \_\_\_\_\_ of Harris Trust & Savings Bank, 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 Delaware )  
 ) SS  
County of New Castle)

On this \_\_\_\_\_ day of \_\_\_\_\_, 1999, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, say that he is \_\_\_\_\_ of Wilmington 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.

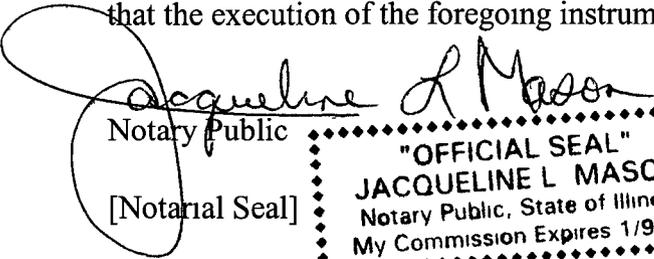
Notary Public

[Notarial Seal]

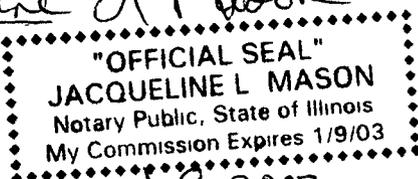
My commission expires:

State of Illinois )  
 ) SS  
County of Cook )

On this 9<sup>th</sup> day of July, 1999, before me personally appeared J. BARTOLINI, to me personally known, who being by me duly sworn, say that he is VICE PRESIDENT of Harris Trust & Savings Bank, 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: 1-9-2003