

RECORDATION NO. 20896-111  
FILED

MAR 30 '10 -11 00 AM

SURFACE TRANSPORTATION BOARD

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

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

OF COUNSEL  
URBAN A. LESTER

March 30, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

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 as of February 24, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Equipment Lease and Trust Indenture (GARC No 97-2) and secondary documents related thereto which were 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 (successor to  
State Street Bank and Trust Company  
of Connecticut, N.A.)  
225 Franklin Street  
Boston, Massachusetts 02110

Indenture Trustee: The Bank of New York Mellon Trust Company, N.A.  
(successor in interest to J.P. Morgan Chase Bank, N.A.  
successor in interest to Bank One Trust Company)  
2 North LaSalle Street  
Chicago, IL 60602

Section Chief  
March 30, 2010  
Page Two

A description of the railroad equipment covered by the enclosed document is.

1 railcar RELEASED: GPLX 075875.

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 \$41.00 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,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W Alvord

RWA/sem  
Enclosures

RECORDATION NO. 20896-411

MAR 30 '10 -11 00 AM

**SURFACE TRANSPORTATION BOARD**

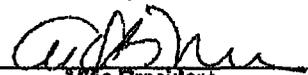
**BILL OF SALE AND PARTIAL RELEASE**

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 97-2 (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 railcar designated as GPLX 075875 (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.

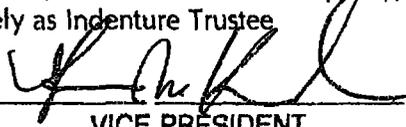
The Bank of New York Mellon Trust Company, N.A., successor-in-interest to JPMorgan Chase Bank, N.A., successor-in-interest to Bank One, National Association as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC Trust 97-2) dated as of September 24, 1997 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: February 24, 2010

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

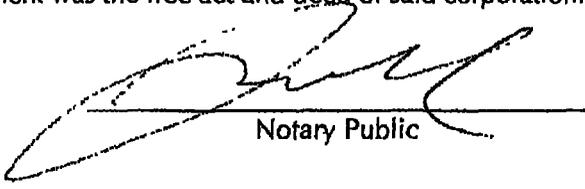
By:   
Title: Vice President

The Bank of New York Mellon Trust Company, N.A., successor-in-interest to JPMorgan Chase Bank, N.A., successor-in-interest to Bank One, National Association, not in its individual capacity, but solely as Indenture Trustee

By:   
Title: VICE PRESIDENT

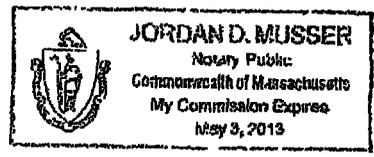
State of Commonwealth of Massachusetts )  
 ) SS:  
County of Suffolk )

On the 2 day of March, 2010, 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 he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

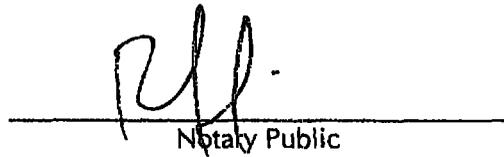
[Notarial Seal]

My commission expires:



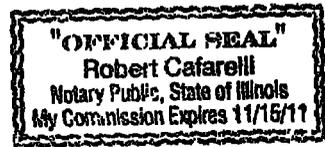
ILLINOIS  
State of Texas )  
 ) SS:  
COOK )  
County of ~~Harris~~ )

On the 25<sup>th</sup> day of MARCH, 2010, before me personally appeared LAWRENCE M. KUSCH, to me known, who being by me duly sworn, says that he/she is a VICE PRESIDENT of The Bank of New York Mellon Trust Company, N.A., successor-in-interest to JPMoigan Chase Bank, 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 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:



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 3/30/10



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