

RECORDATION NO. 20897-AA FILED
October 19, 2012 02:20 PM
SURFACE TRANSPORTATION BOARD

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October 19, 2012

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 September 21, 2012, 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. 97-3) and related documents previously filed with the Board under Recordation Number 20897.

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

Owner Trustee: U.S. Bank National Association
225 Franklin Street
Boston, MA 02110

Indenture
Trustee: The Bank of New York Mellon Trust Company,
N.A., successor in interest to The Bank of New
York Trust Company, N.A., successor in interest
to JPMorgan Chase Bank, N.A., successor in
interest to Bank One, National Association
One Wall Street
New York, NY 10286

Section Chief
October 19, 2012
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A description of the railroad equipment covered by the enclosed document is:

3 railcars RELEASED: GATX 31949, 31950 and 68655.

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 \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of each of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/sem
Enclosures

BILL OF SALE AND PARTIAL RELEASE

U.S. Bank National Association, not in its individual capacity, but solely as Owner Trustee under GARC Trust 97-3 (the "Lessor") under an Equipment Lease Agreement (GARC Trust 97-3) 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 GATX 031949, GATX 031950 and GATX 068655 (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.

The Bank of New York Mellon Trust Company, NA as successor-in-interest to JPMorgan Chase Bank as successor-in-interest to Bank One, NA as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC Trust 97-3) 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: September 21, 2012

U.S. Bank National Association, not in its individual capacity, but solely as Owner Trustee

By: 
Title: Vice President

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

By: _____
Title: _____

BILL OF SALE AND PARTIAL RELEASE

U.S. Bank National Association, not in its individual capacity, but solely as Owner Trustee under GARC Trust 97-3 (the "Lessor") under an Equipment Lease Agreement (GARC Trust 97-3) 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 GATX 031949, GATX 031950 and GATX 068655 (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.

The Bank of New York Mellon Trust Company, NA as successor-in-interest to JPMorgan Chase Bank as successor-in-interest to Bank One, NA as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC Trust 97-3) 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: September 21, 2012

U.S. Bank National Association, not in its individual capacity, but solely as Owner Trustee

By: _____
Title: _____

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

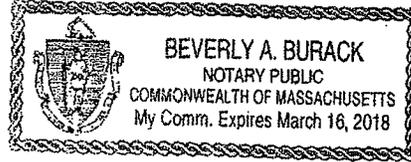
By: Valerie Z. Rutledge
Title: Vice President

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

On the 25 day of September, 2012, before me personally appeared Alison D.B. Nadeau, to me known, who being by me duly sworn, say that (s)he is a Vice President of U.S. Bank 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.

Beverly A. Burack
Notary Public

[Notarial Seal]
My commission expires:



State of Illinois)
) SS:
County of Cook)

On the ___ day of _____, 2012, before me personally appeared _____, to me known, who being by me duly sworn, says that (s)he is a _____ of The Bank of New York Mellon Trust Company, NA as successor-in-interest to JPMorgan Chase Bank as successor-in-interest to Bank One, 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 Commonwealth of Massachusetts)
) SS:
County of Suffolk)

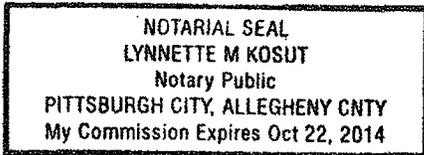
On the ___ day of _____, 2012, before me personally appeared _____, to me known, who being by me duly sworn, say that (s)he is a _____ of U.S. Bank National Association that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]
My commission expires:

State of ~~Illinois~~ Pennsylvania)
) SS:
County of ~~Cook~~ Allegheny)

On the 25th day of September, 2012, before me personally appeared Valerie L. Nuhfer, to me known, who being by me duly sworn, says that (s)he is a Vice President of The Bank of New York Mellon Trust Company, NA as successor-in-interest to JPMorgan Chase Bank as successor-in-interest to Bank One, 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.



Lynnette M Kosut
Notary Public

[Notarial Seal]
My commission expires: 10-22-14

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 10/19/12

Edward M Luria
Edward M. Luria