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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

August 20, 2002

RECORDATION NO. 17121 FILED ^{KK}

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

AUG 21 '02 8-45 AM

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 Bill of Sale and Partial Release, dated July 10, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate 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:

Debtor:	Wilmington Trust Company, as Owner Trustee Rodney Square North 1100 North Market Street Wilmington, Delaware 19890
Secured Party:	BNY Midwest Trust Company 2 N. LaSalle Street Suite 1020 Chicago, IL 60602

Mr. Vernon A. Williams
August 20, 2002
Page Two

A description of the railroad equipment covered by the enclosed document is:
railcar GATX 003894 is being deleted from the Lease and Security Agreement

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 \$30.00 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,



Robert W. Alvord

RWA/anr
Enclosures

RECORDATION NO. 17121-KK FILED

BILL OF SALE AND PARTIAL RELEASE

AUG 21 '02

8-45 AM

SURFACE TRANSPORTATION BOARD

Wilmington Trust Company, not in its individual capacity, but solely as 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 GATX Financial Corporation, successor by merger to GATX Rail 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 003894 (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.

BNY Midwest Trust Company, as Trustee (the "Security Trustee") under a Security Agreement - Trust Deed (GATC Trust 90-2) dated as of December 14, 1990 (the "Security Agreement") 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 10, 2002

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

By: 
Title: Senior Financial Services Officer

BNY Midwest Trust Company, not in its individual capacity, but solely as Security Trustee

By: _____
Title: _____

BILL OF SALE AND PARTIAL RELEASE

Wilmington Trust Company, not in its individual capacity, but solely as 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 GATX Financial Corporation, successor by merger to GATX Rail 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 003894 (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.

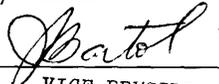
BNY Midwest Trust Company, as Trustee (the "Security Trustee") under a Security Agreement - Trust Deed (GATC Trust 90-2) dated as of December 14, 1990 (the "Security Agreement") between the Lessor and the Security Trustee, hereby terminates, releases and discharges its security interest in the Unit under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

Dated: July 10, 2002

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

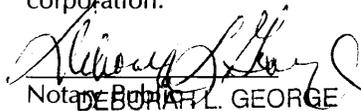
By: _____
Title: _____

BNY Midwest Trust Company, not in its individual capacity, but solely as Security Trustee

By: 
Title: VICE PRESIDENT

State of Delaware)
) SS:
County of New Castle)

On the 26 day of July, 2002, before me personally appeared **Charlotte Paglia**, to me known, who being by me duly sworn, says that (s)he is a ~~Senior Financial Services Officer~~ Wilmington Trust Company, 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 **DEBORAH L. GEORGE**
NOTARY PUBLIC-DELAWARE
My Commission Expires Nov. 21, 2003

[Notarial Seal]
My commission expires:

State of Illinois)
) SS:
County of Cook)

On the ___ day of _____, 2002, before me personally appeared _____, to me known, who being by me duly sworn, says that (s)he is a _____ of BNY Midwest Trust Company, 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 Delaware)
) SS:
County of New Castle)

On the ___ day of _____, 2002, before me personally appeared _____, to me known, who being by me duly sworn, says that (s)he is a _____ 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 (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

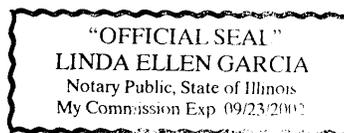
Notary Public

[Notarial Seal]
My commission expires:

State of Illinois)
) SS:
County of Cook)

On the 26 day of July, 2002, before me personally appeared J. BARTOLINI, to me known, who being by me duly sworn, says that (s)he is a VICE PRESIDENT of BNY Midwest Trust Company, 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.

Linda Ellen Garcia
Notary Public



[Notarial Seal]
My commission expires: