

RECORDATION NO. 11500-L FILED

APR 27 '04 3:37 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

April 27, 2004

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 five (5) copies each of a Bill of Sale and Partial Release, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the GATC Trust No. 3 previously filed with the Commission under Recordation Number 11500.

The name and address of the party to the enclosed document are:

Lessor: Mellon Leasing Corporation  
4144 One Mellon Bank Center  
Pittsburgh, Pennsylvania 15258

[Lessee: GATX Financial Corporation  
(successor to GATX Rail Corporation)  
500 West Monroe Street  
Chicago, Illinois 60661]

Mr. Vernon A. Williams  
April 26, 2004  
Page Two

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

One (1) railcar: GATX 300582.

A short summary of the document to appear in the index is:

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 the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

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**BILL OF SALE AND PARTIAL RELEASE**

SURFACE TRANSPORTATION BOARD

Mellon Leasing Corporation, Lessor, under an Equipment Lease Agreement (GATC Trust 3) dated as of February 15, 1980 (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 300582 (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.

Dated: <sup>APRIL 15</sup> ~~January 30~~, 2004

Mellon Leasing Corporation, Lessor

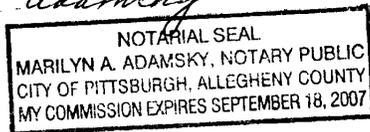
By: *Michael J. Finn*  
Title: W. P.

State of PENNSYLVANIA )  
 ) SS  
County of ALLEGHENY )

On this 15 day of April, 2004, before me personally appeared Michael J. Tiesi, to me personally known, who being by me duly sworn, say that he/she is a Vice President of Mellon Leasing Corporation, 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.

*Marilyn A. Adamsky*  
Notary Public

[Notarial Seal]



My commission expires: Sept. 18, 2007