

RECORDATION NO. 17521-YY FILED

NOV 23 '04 11-08 AM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

November 22, 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 four (4) copies of the following secondary document: Bill of Sale and Partial Release, dated as of October 29, 2004.

The enclosed document relates to the Equipment Lease (GATC Trust No. 91-1) and other documents associated therewith which were previously filed with the Commission/Board under Recordation Number 17521.

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

Owner Trustee:	U.S. Bank National Association (successor to State Street Bank and Trust Company) Goodwin Square 225 Asylum Street 23 rd Floor Hartford, CT 06103
Indenture Trustee:	BNY Midwest Trust Company 2 North LaSalle Street, 10th Floor Chicago, IL 60602

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed documents is:

3 Railcars: GATX 003659, GATX 007445 and GATX 007448 are all deleted from the Lease and Trust Indenture.

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 \$32.00 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/anm
Enclosures

RE RECORDATION NO. 17521-VY FILED

NOV 23 '04 11-08 AM

BILL OF SALE AND PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

U.S. Bank National Association, successor to State Street Bank and Trust Company, successor to The Connecticut National Bank, not in its individual capacity, but solely as owner trustee under GATC Trust 91-1 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 91-1) dated as of September 5, 1991 (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 railcars designated as GATX 003659, GATX 007445 and GATX 007448 (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.

BNY Midwest Trust Company, as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 91-1) dated as of September 5, 1991 (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: October 29, 2004

U.S. Bank National Association, successor to State Street Bank and Trust Company, not in its individual capacity, but solely as Owner Trustee

By: 
Title: Assistant Vice President

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

By: _____
Title: _____

BILL OF SALE AND PARTIAL RELEASE

U.S. Bank National Association, successor to State Street Bank and Trust Company, successor to The Connecticut National Bank, not in its individual capacity, but solely as owner trustee under GATC Trust 91-1 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 91-1) dated as of September 5, 1991 (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 railcars designated as GATX 003659, GATX 007445 and GATX 007448 (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.

BNY Midwest Trust Company, as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 91-1) dated as of September 5, 1991 (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: October 29, 2004

U.S. Bank National Association, successor to State Street Bank and Trust Company, not in its individual capacity, but solely as Owner Trustee

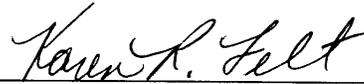
By: _____
Title: _____

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

By: 
Title: VICE PRESIDENT

State of Connecticut)
) SS:
County of Hartford)

On the 18th day of November, 2004, before me personally appeared Patricia A. O'Connell to me personally known, who being by me duly sworn, say that she/he is a Assistant Vice President of U.S. Bank National Association, successor to State Street Bank and Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and she/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

[Notarial Seal]

KAREN R. FELT
NOTARY PUBLIC
My Commission Expires 02/28/2009

My commission expires:

State of Illinois)
) SS:
County of Cook)

On the ___ day of _____, 2004, before me personally appeared _____, to me personally known, who being by me duly sworn, says that she/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 she/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 Connecticut)
) SS:
County of Hartford)

On the ___ day of _____, 2004, before me personally appeared _____ to me personally known, who being by me duly sworn, say that she/he is a _____ of U.S. Bank National Association, successor to State Street Bank and Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and she/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 10th day of November, 2004, before me personally appeared J. BARTOLINI, to me personally known, who being by me duly sworn, says that she/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 she/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: 7/8/06

