

RECORDATION NO. 22893-C
FILED

DEC 13 '04 3-53 PM

SURFACE TRANSPORTATION BOARD

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

December 13, 2004

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

Re: GATX Rail Trust No. 2000-2

Dear Mr. Williams:

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 October 29, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Trust Indenture and Security Agreement previously filed with the Board under Recordation Number 22893-E.

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

Owner Trustee: Wilmington Trust Company (not in its individual capacity, but solely as trustee)
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Indenture Trustee: J.P. Morgan Trust Company, N.A. (successor to Bank One National Association)
1 Bank Plaza
Chicago, Illinois 60670

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

1 railcar: GATX 8759.

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 \$32.00 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

BILL OF SALE AND PARTIAL RELEASE DEC 13 '04 3-53 PM

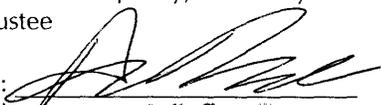
SURFACE TRANSPORTATION BOARD

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATX Rail Trust No. 2000-2 (the "Lessor") under an Equipment Lease Agreement (GATX Rail Trust No. 2000-2) dated as of April 3, 2000 (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 008759 (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.

J.P. Morgan Trust Company, N.A. successor-in-interest to Bank One, National Association, as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATX Rail Trust No. 2000-2) dated as of April 3, 2000 (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: October 29, 2004

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

By: 
Title: Anita Roselli
Financial Services Office

J.P. Morgan Trust Company, N.A. successor-in-interest to Bank One, National Association, not in its individual capacity, but solely as Indenture Trustee

By: _____
Title: _____

BILL OF SALE AND PARTIAL RELEASE

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATX Rail Trust No. 2000-2 (the "Lessor") under an Equipment Lease Agreement (GATX Rail Trust No. 2000-2) dated as of April 3, 2000 (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 008759 (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.

J.P. Morgan Trust Company, N.A. successor-in-interest to Bank One, National Association, as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATX Rail Trust No. 2000-2) dated as of April 3, 2000 (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: October 29, 2004

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

By: _____
Title: _____

J.P. Morgan Trust Company, N.A. successor-in-interest to Bank One, National Association, not in its individual capacity, but solely as Indenture Trustee

By: Mietka Collins
Title: Mietka Collins
Assistant Vice President

[Handwritten mark]

State of Delaware)
) SS
County of New Castle)

On this 18 day of NOVEMBER, 2004, before me personally appeared Anita Roselli, to me personally known, who being by me duly sworn, say that he/she is a Financial Services Officer 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public *Kimberly E. Faulhaber*

[Notarial Seal]

KIMBERLY ELIZABETH FAULHABER
NOTARY PUBLIC - DELAWARE
My Commission Expires April 9, 2005

My commission expires:

State of Illinois)
) SS
County of Cook)

On this _____ day of _____, 2004, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he/she is a _____ of J.P. Morgan Trust Company, 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 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 this ____ day of _____, 2004, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he/she 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 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 this 16th day of November, 2004, before me personally appeared Mieka Collins, to me personally known, who being by me duly sworn, say that he/she is a Assistant Vice President of J.P. Morgan Trust Company, 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 acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

