

RECORDATION NO. 20280-D FILED

FEB 17 '05

12:15 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

February 17, 2005

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 two (2) copies of a Bill of Sale and Partial Release, dated as of January 6, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement previously filed with the Board under Recordation Number 20280.

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

Indenture Trustee: US Bank National Association (successor to
Street Bank and Trust Company)
225 Franklin Street
Boston, Massachusetts 02110

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

Mr. Vernon A. Williams
February 17, 2005
Page 2

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

2 railcars are RELEASED: GCCX 081096 and CHTT 200445.

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

RECORDATION NO. 20280-D FILED

FEB 17 '05

12-15 PM

BILL OF SALE AND PARTIAL RELEASE

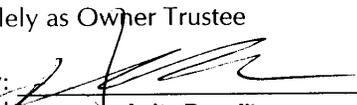
SURFACE TRANSPORTATION BOARD

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GATX Trust 1996-2, (the "Lessor") under an Equipment Lease Agreement (GATX Trust 1996-2) dated as of September 1, 1996 (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 GCCX 081096 and CHTT 200445 (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.

US Bank National Association, as Indenture Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement GATX Trust 1996-2 dated as of September 1, 1996 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Security Agreement and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: January 6, 2005

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

By: 
Title: Anita Roselli
Financial Services Officer

US Bank 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 Owner Trustee under GATX Trust 1996-2, (the "Lessor") under an Equipment Lease Agreement (GATX Trust 1996-2) dated as of September 1, 1996 (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 GCCX 081096 and CHTT 200445 (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.

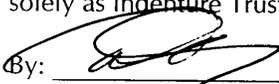
US Bank National Association, as Indenture Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement GATX Trust 1996-2 dated as of September 1, 1996 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Security Agreement and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: January 6, 2005

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

By: _____
Title: _____

US Bank National Association,
not in its individual capacity, but
solely as Indenture Trustee

By:  _____
Title: **VICE PRESIDENT**

State of Delaware)
) SS
County of New Castle)

On this 21 day of January, 2005, 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/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

[Notarial Seal]

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

My commission expires:

State of Massachusetts)
) SS
County of Suffolk)

On this _____ day of _____, 2005, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he/she is a _____ of US Bank National Association, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she 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 _____, 2005, 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/she 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 Massachusetts)
) SS
County of Suffolk)

On this 10th day of February, 2005, before me personally appeared **DONALD E. SMITH** VICE PRESIDENT to me personally known, who being by me duly sworn, say that he/she is a VICE PRESIDENT of US Bank National Association, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:


2/7/08