RECORDATION NO. 23890-C FILED

AUG 11 '05 1-52 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

August 8, 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 Termination of Equipment Lease Agreement, dated as of May 31, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement previously filed with the Board under Recordation Number 23890.

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

Lessor: GATX Rail Holdings I, Inc.
500 West Monroe Street
Chicago, Illinois 60661

Lessee: GATX Financial Corporation
500 West Monroe Street
Chicago, Illinois 60661

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

One thousand five hundred and twenty-one (1521) railcars bearing GACX, GATX, GPFX, GPLX and TILX reporting marks and road numbers as set forth on Exhibit A attached to the Memorandum.

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

Termination of Equipment Lease Agreement.

Also enclosed is a check in the amount of $33.00 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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SURFACE TRANSPORTATION BOARD

TERMINATION OF EQUIPMENT LEASE AGREEMENT

(GATX Rail No. 2002-1)

Termination of Equipment Lease Agreement (GATX Rail No. 2002-1) made and entered into as of May 31, 2005 by and between GATX Rail Holdings I, Inc., a Delaware corporation (*"Lessor"*), and GATX Financial Corporation, a Delaware corporation (*"Lessee"*).

WITNESSETH:

The undersigned entered into that certain Equipment Lease Agreement (GATX Rail No. 2002-1) dated as of March 8, 2002 and Lease Supplement No. 1 thereto dated March 8, 2002 (collectively, the *"Lease"*), whereby the Lessor leased to the Lessee and the Lessee agreed to lease from the Lessor certain railroad equipment bearing reporting marks and road numbers as listed on *Exhibit A* attached hereto, effective as of March 8, 2002 and subject to the terms of the Lease.

A Memorandum of Equipment Lease Agreement was filed with the Surface Transportation Board on March 8, 2002, Recordation No. 23890.

Lessor and Lessee have entered into an Agreement of Merger dated May 31, 2005 whereby Lessor will be merged with and into Lessee as of 5:00 p.m. Eastern Daylight Time on May 31, 2005 (the "Effective Time"). The Lease is hereby terminated as of the Effective Time.

* * *

IN WITNESS WHEREOF, the undersigned have each caused this Termination to be duly executed as of the date and year first above written.

GATX RAIL HOLDINGS I, INC.,
as Lessor,

By: _____
Name: William J. Hasek
Title: Vice President and Treasurer

GATX FINANCIAL CORPORATION,
as Lessee

By: _____
Name: Robert C. Lyons
Title: Vice President and Chief Financial Officer

State of Illinois)
) ss:
County of Cook)

On this 31st day of May, 2005, before me personally appeared William J. Hasek, to me personally known, who being duly sworn, stated that he is Vice President and Treasurer of GATX Rail Holdings I, Inc., that said instrument was signed 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.

"OFFICIAL SEAL"
MARY ANN BUBAN
Notary Public, State of Illinois
My Commission Expires Dec. 8, 2007

Mary Ann Buban
Notary Public

My Commission expires: Dec. 8, 2007

State of Illinois)
) ss:
County of Cook)

On this 31st day of May, 2005, before me personally appeared Robert C. Lyons, to me personally known, who being duly sworn, stated that he is Vice President and Chief Financial Officer of GATX Financial Corporation, that said instrument was signed 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.

"OFFICIAL SEAL"
MARY ANN BUBAN
Notary Public, State of Illinois
My Commission Expires Dec. 8, 2007

Mary Ann Buban
Notary Public

My Commission expires: Dec. 8, 2007

Exhibit A

GATX004949	GPLX077595	GPLX077639	GPLX077773
GPLX077355	GPLX077596	GPLX077640	GPLX077774
GPLX077356	GPLX077597	GPLX077641	GPLX077775
GPLX077519	GPLX077598	GPLX077642	GPLX077776
GPLX077555	GPLX077599	GPLX077643	GPLX077777
GPLX077556	GPLX077600	GPLX077644	GPLX077778
GPLX077557	GPLX077601	GPLX077647	GPLX077779
GPLX077558	GPLX077602	GPLX077648	GPLX077780
GPLX077559	GPLX077603	GPLX077649	GPLX077781
GPLX077560	GPLX077604	GPLX077650	GPLX077782
GPLX077561	GPLX077605	GPLX077651	GPLX077783
GPLX077562	GPLX077606	GPLX077653	GPLX077784
GPLX077563	GPLX077607	GPLX077654	GPLX077785
GPLX077564	GPLX077608	GPLX077655	GPLX077786
GPLX077565	GPLX077609	GPLX077656	GPLX077787
GPLX077566	GPLX077610	GPLX077657	GPLX077788
GPLX077567	GPLX077611	GPLX077658	GPLX077789
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GPLX077570	GPLX077614	GPLX077661	GPLX077792
GPLX077571	GPLX077615	GPLX077663	GPLX077793
GPLX077572	GPLX077616	GPLX077665	GPLX077794
GPLX077573	GPLX077617	GPLX077666	GPLX077795
GPLX077574	GPLX077618	GPLX077667	GPLX077796
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GPLX077580	GPLX077624	GPLX077758	GPLX077802
GPLX077581	GPLX077625	GPLX077759	GPLX077803
GPLX077582	GPLX077626	GPLX077760	GPLX077804
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