

RECORDATION NO. 20280-E FILED

MAR 29 '06 8-48 AM

SURFACE TRANSPORTATION BOARD

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

March 28, 2006

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 4, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (GATX Trust 1996-2) 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
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A description of the railroad equipment covered by the enclosed document
is:

1 railcar RELEASED: GCCX 055019.

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-E

MAR 29 '06 8-48 AM

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 railcar designated as GCCX 055019 (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.

U.S. 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 Unit under the Security Agreement and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: January 4, 2006

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

By: 

Title: Anita Roselli
Financial Services Officer

U.S. 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 railcar designated as GCCX 055019 (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.

U.S. 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 Unit under the Security Agreement and hereby acknowledges that the Unit is no longer subject to the Lease.

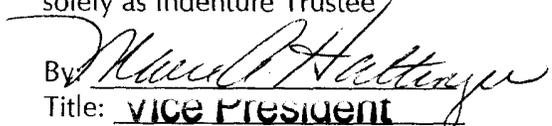
Dated: January 4, 2006

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

By: 

Title: Anita Roselli
Financial Services Officer

U.S. 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 2 day of Feb, 2006, before me personally appeared ANTHONY BUCCELLI, to me personally known, who being by me duly sworn, say that he/she is a 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]

My commission expires: **JACQUELINE SOLONE**
Notary Public - State of Delaware
My Comm. Expires Feb. 4, 2007

State of Massachusetts)
) SS
County of Suffolk)

On this _____ day of _____, 2006, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he/she is a _____ of U.S. 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 2 day of Feb, 2006, before me personally appeared Anita Rosetti, to me personally known, who being by me duly sworn, say that he/she is a 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 Jacqueline Solone

[Notarial Seal]

JACQUELINE SOLONE
Notary Public - State of Delaware
My Comm. Expires Feb. 4, 2007

My commission expires:

State of Massachusetts)
) SS
County of Suffolk)

On this 10th day of February, 2006, before me personally appeared Walter A. Haining, to me personally known, who being by me duly sworn, say that he/she is a VICE President of U.S. 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 John Z...

[Notarial Seal]

My commission expires: 2/1/08