

RECORDATION NO. 25514-^Δ FILED

MAR 29 '06 10-09 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 Memorandum of Equipment Lease Agreement being filed with the Board under Recordation Number 25514

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

Indenture Trustee: U.S. Bank National Association
Asylum Street, 23rd Floor
Hartford, Connecticut 06103

Owner Trustee: Wells Fargo Bank Northwest, National
Association
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111

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

1 railcar RELEASED: GATX 035473.

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 \$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

BILL OF SALE AND PARTIAL RELEASE

MAR 29 '06 10-09 AM

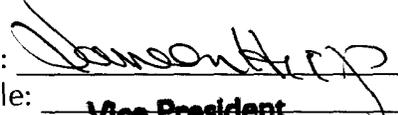
SURFACE TRANSPORTATION BOARD

Wells Fargo Bank Northwest, National Association, not in its individual capacity except as expressly provided herein but solely as Owner Trustee under GATX Trust No. 2005-1C (the "Lessor") under an Equipment Lease Agreement (GATX Trust No. 2005-1C) dated as of March 23, 2005, (the "Lease") between the Lessor and GATX Financial 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 035473 (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 No. 2005-1C) dated as of March 23, 2005, (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: January 4, 2006

Wells Fargo Bank Northwest, National Association, not in its individual capacity except as expressly provided herein but solely as Owner Trustee

By: 
Title: Vice President

U.S. Bank National Association as Indenture Trustee not in its individual capacity but solely as Indenture Trustee

By: _____
Title: _____

BILL OF SALE AND PARTIAL RELEASE

Wells Fargo Bank Northwest, National Association, not in its individual capacity except as expressly provided herein but solely as Owner Trustee under GATX Trust No. 2005-1C (the "Lessor") under an Equipment Lease Agreement (GATX Trust No. 2005-1C) dated as of March 23, 2005, (the "Lease") between the Lessor and GATX Financial 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 035473 (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 No. 2005-1C) dated as of March 23, 2005, (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: January 4, 2006

Wells Fargo Bank Northwest, National Association, not in its individual capacity except as expressly provided herein but solely as Owner Trustee

By: _____
Title: _____

U.S. Bank National Association as Indenture Trustee not in its individual capacity but solely as Indenture Trustee

By: *H. Mitchell*
Title: VICE PRESIDENT

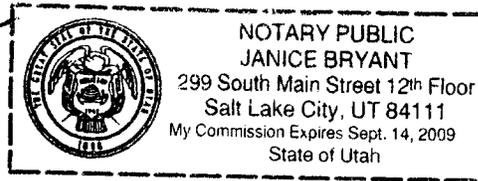
State of Utah)
) SS
County of Salt Lake)

On this 20 day of March, 2006, before me personally appeared Janeen R Higgs, to me personally known, who being by me duly sworn, say that he/she is Vice President of Wells Fargo Bank Northwest, 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 *Janice Bryant*

[Notarial Seal]

My commission expires:



State of Connecticut)
) SS
County of Hartford)

On this _____ day of _____, 2006, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he/she is _____ 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 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 Utah)
) SS
County of Salt Lake)

On this _____ day of _____, 2006, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he/she is _____ of Wells Fargo Bank Northwest, 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 Connecticut)
) SS
County of Hartford)

On this 18th day of January, 2006, before me personally appeared Kathy L. Mitchell, to me personally known, who being by me duly sworn, say that ~~he~~ she is 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 acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public



[Notarial Seal]

My commission expires:

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