

RECORDATION NO. 12249-^P
FILED

MAY 11 '06 2:43 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

May 11, 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 January 10, 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 (GATC Trust 5) which was previously filed with the Commission under Recordation Number 12249.

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

Lessor/Trustee: CIT Group/Equipment Financing Inc.
1211 Avenue of the Americas
New York, NY 10036

[Lessee: GATX Financial Corporation
4 Embarcadero Center, Suite 2200
San Francisco, CA 94111]

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

1 railcar RELEASED: GATX 300782.

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

Bill of Sale and Partial Release.

Also enclosed is a check in the amount of \$34.00 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,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

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BILL OF SALE AND PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

The CIT Group/Equipment Financing Inc., not in its individual capacity, but solely as Trustee under GATC Trust 5 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 5) dated as of September 15, 1980 (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 300782 (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.

Dated: January 10, 2006

The CIT Group/Equipment Financing Inc.

ROSE MARY DINNHaupt
Notary Public, State of New York
No. 31-5010315
Qualified in New York County
Commission Expires March 29, 2007

By:
Title:

Catherine S. Siqueira
Vice President

State of New York)
) SS:
County of Suffolk)

On the 30th day of March, 2006, before me personally appeared CATHERINE Stiglich to me known, who being by me duly sworn, says that (s)he is a VICE-PRESIDENT of The CIT/Group/Equipment Financing, Inc., that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors; and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Rose Mary Dimmalip
Notary Public

[Notarial Seal]

My commission expires:

ROSE MARY DIMMALIP
Notary Public, State of New York
No. 31-5010315
Qualified in New York County
Commission Expires March 29, 2007

