

RECORDATION NO. 17121-NNN FILED

JAN 23 '09 -1 00 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A LESTER

January 23, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: GATC Trust No. 90-2

Dear Ms. Quinlan:

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 December 15, 2008 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease (GATC Trust No. 90-2) and other documents associated therewith previously filed with the Commission and the Board under Recordation Number 17121.

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

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

Security Trustee: The Bank of New York Mellon Trust Company, N.A., as successor-in-interest to BNY Midwest Trust Company (not in its individual capacity, but solely as Security Trustee)
One Wall Street
New York, NY 10286

Anne K. Quinlan, Esquire
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A description of the railroad equipment covered by the enclosed document is:

1 railcar RELEASED: GATX 65385.

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 \$41.00 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 "Alvord", with a horizontal line extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

JAN 23 '09 -1 00 PM

BILL OF SALE AND PARTIAL RELEASE

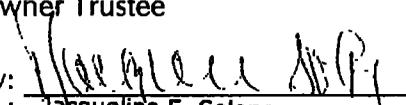
SURFACE TRANSPORTATION BOARD

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 90-2 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 90-2) dated as of December 14, 1990 (the "Lease") between the Lessor and GATX Corporation, successor by merger to 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 065385 (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.

The Bank of New York Mellon Trust Company, N.A., successor-in-interest to BNY Midwest Trust Company, as Trustee (the "Security Trustee") under a Security Agreement - Trust Deed (GATC Trust 90-2) dated as of December 14, 1990 (the "Security Agreement") between the Lessor and the Security 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: December 15, 2008

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

By: 
Title: Administrative Account Manager

The Bank of New York Mellon Trust Company, N.A., as successor-in-interest to BNY Midwest Trust Company, not in its individual capacity, but solely as Security Trustee

By: _____
Title: _____

Handwritten scribbles and marks at the top left of the page.

BILL OF SALE AND PARTIAL RELEASE

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 90-2 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 90-2) dated as of December 14, 1990 (the "Lease") between the Lessor and GATX Corporation, successor by merger to 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 065385 (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.

The Bank of New York Mellon Trust Company, N.A., successor-in-interest to BNY Midwest Trust Company, as Trustee (the "Security Trustee") under a Security Agreement - Trust Deed (GATC Trust 90-2) dated as of December 14, 1990 (the "Security Agreement") between the Lessor and the Security 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: December 15, 2008

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

By: _____
Title: _____

The Bank of New York Mellon Trust Company, N.A., as successor-in-interest to BNY Midwest Trust Company, not in its individual capacity, but solely as Security Trustee

By:  _____
Title:
Video Production

State of Delaware)
) SS:
County of New Castle)

On the 21 day of Jan, 2008, before me personally appeared Jacqueline E. Solone, to me known, who being by me duly sworn, says that (s)he is a Administrative Account Manager 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 (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Vernessa E. Robinson
Notary Public
VERNESSA E. ROBINSON
Notary Public - State of Delaware
My Comm. Expires Oct. 26, 2010
[Notarial Seal]
My commission expires:



State of Illinois)
) SS:
County of Cook)

On the ___ day of _____, 2008, before me personally appeared _____, to me known, who being by me duly sworn, says that (s)he is a _____ of The Bank of New York Mellon Trust Company, as successor-in-interest N.A. BNY Midwest Trust Company, 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.

Notary Public

[Notarial Seal]
My commission expires:

State of Delaware)
) SS:
County of New Castle)

On the ___ day of _____, 2008, before me personally appeared _____, to me known, who being by me duly sworn, says that (s)he 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 (s)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 Illinois)
) SS:
County of Cook)

On the 18th day of December, 2008, before me personally appeared J. BARTOLINI, to me known, who being by me duly sworn, says that (s)he is a Vice President of The Bank of New York Mellon Trust Company, as successor-in-interest N.A. BNY Midwest Trust Company, 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.

T. Mosterd
Notary Public



[Notarial Seal]
My commission expires: 1/22/09

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 1/23/09



Robert W. Alvord