

RECORDATION NO. 17914-S FILED

MAR 03 '09 -2 00 PM

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

March 3, 2009

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

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 February 12, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission and Board under Recordation Number 17914.

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 Trustee  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001

Indenture Trustee: The Bank of New York Mellon Trust Company, N.A., successor-in-interest to J.P. Morgan Trust Company, N.A., successor in interest to Bank One, National Association  
One First National Plaza  
Chicago, Illinois 60670

Anne K. Quinlan, Esquire  
March 3, 2009  
Page 2

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

1 railcar RELEASED: GATX 3494.

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,



Robert W. Alvord

RWA/sem  
Enclosures

BILL OF SALE AND PARTIAL RELEASE

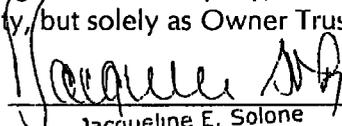
SURFACE TRANSPORTATION BOARD

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 92-1C (the "Lessor") under an Equipment Lease Agreement (GATC Trust 92-1C) dated as of July 1, 1992, as amended, (the "Lease") between the Lessor and GATX Corporation, a New York 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 003494 (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 J.P. Morgan Trust Company, N.A. successor-in-interest to Bank One, National Association, as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 92-1C) dated as of July 1, 1992 (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: February 12, 2009

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

By:   
Title:           Jacqueline E. Solone            
          Administrative Account Manager          

The Bank of New York Mellon Trust Company, N.A., successor-in-interest to J.P. Morgan Trust Company; N.A. successor-in-interest to Bank One, National Association, as Indenture Trustee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

**BILL OF SALE AND PARTIAL RELEASE**

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 92-1C (the "Lessor") under an Equipment Lease Agreement (GATC Trust 92-1C) dated as of July 1, 1992, as amended, (the "Lease") between the Lessor and GATX Corporation, a New York 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 003494 (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 J.P. Morgan Trust Company, N.A. successor-in-interest to Bank One, National Association, as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 92-1C) dated as of July 1, 1992 (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: February 12, 2009

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.,  
successor-in-interest to J.P. Morgan Trust Company, N.A.  
successor-in-interest to Bank One, National Association,  
as  
Indenture Trustee

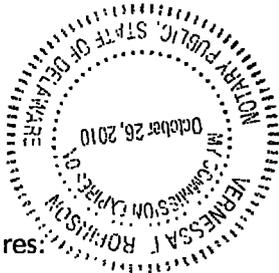
By:  \_\_\_\_\_  
Title: VICE PRESIDENT

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

On the 25 day of Feb, 2009, before me personally appeared Jacqueline E. Solone, to me known, who being by me duly sworn, say 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.

[Notarial Seal]

My commission expires:



Vernessa E. Robinson

Notary Public  
VERNESSA E. ROBINSON  
Notary Public - State of Delaware  
My Comm. Expires Oct. 26, 2010

State of Illinois )  
 ) SS:  
County of Cook )

On the \_\_\_ day of \_\_\_\_\_, 2009, before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, says that (s)he is a \_\_\_\_\_ of J.P. Morgan Trust Company, N.A. successor-in-interest to Bank One, National Association, 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.

[Notarial Seal]

My commission expires:

\_\_\_\_\_  
Notary Public

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

On the \_\_\_ day of \_\_\_\_\_, 2009, before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, say 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.

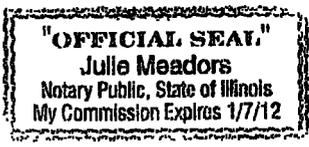
\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires:

State of Illinois )  
 ) SS:  
County of Cook )

On the 20<sup>th</sup> day of February, 2009, before me personally appeared J. BARTOLINI, to me known, who being by me duly sworn, says that (s)he is a \_\_\_\_\_ of J.P. Morgan Trust Company, N.A. successor-in-interest to Bank One, National Association, 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.



*Julie Meadors*  
\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires: 1-7-12

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:

3/3/09



\_\_\_\_\_  
Robert W. Alvord