

RECORDATION NO. 18934-III FILED

MAY 04 '10 -11 00 AM

SURFACE TRANSPORTATION BOARD

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

May 4, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

GATC Trust No 94-1

Dear Section Chief,

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 6, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to documents previously filed with the Commission under Recordation Number 18934.

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

Owner Trustee: U. S. Bank National Association, successor to
State Street Bank and Trust Company
225 Franklin Street
Boston, MA 02101

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

Section Chief
May 4, 2010
Page 2

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

3 railcars RELEASED. GATX 054324, GATX 067843 and GATX 088769.

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 long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

MAY 04 '10 -11 00 AM

BILL OF SALE AND PARTIAL RELEASE

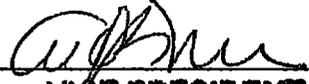
STATE TRANSPORTATION BOARD

U.S. Bank National Association, successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee under GATC Trust 94-1 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 94-1) dated as of August 9, 1994 (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 railcars designated as GATX 054324, GATX 067843 and GATX 088769, (the "Units") "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 Units and the obligation of the Lessee to pay rent for such Units 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, not in its individual capacity, but solely as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 94-1) dated as of August 9, 1994 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: January 6, 2010

U.S. Bank National Association, successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Owner Trustee

By: 
Title: VICE PRESIDENT

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, not in its individual capacity, but solely as Indenture Trustee

By: _____
Title: _____

BILL OF SALE AND PARTIAL RELEASE

U.S. Bank National Association, successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee under GATC Trust 94-1 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 94-1) dated as of August 9, 1994 (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 railcars designated as GATX 054324, GATX 067843 and GATX 088769, (the "Units") "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 Units and the obligation of the Lessee to pay rent for such Units 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, not in its individual capacity, but solely as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 94-1) dated as of August 9, 1994 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: January 6, 2010

U.S. Bank National Association, successor to State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Owner Trustee

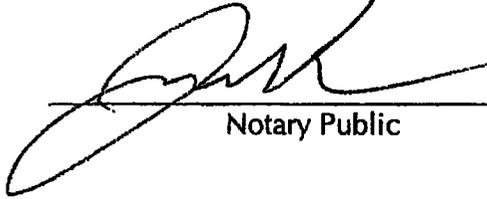
By: _____
Title: _____

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, not in its individual capacity, but solely as Indenture Trustee

By:  _____
Title: VICE PRESIDENT

State of Massachusetts)
) SS:
County of Suffolk)

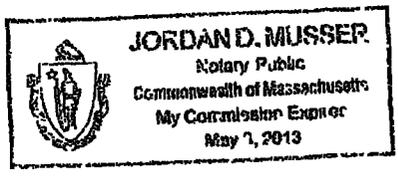
On the 30TH day of April, 2010, before me personally appeared Alison D B Nadeau, Vice President, to me known, who being by me duly sworn, says that (s)he is a _____ of U.S. Bank National Association, successor to State Street Bank and Trust Company of Connecticut, National Association, that said instrument 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.



Notary Public

[Notarial Seal]

My commission expires:



State of Illinois)
) SS:
County of Cook)

On the ___ day of _____, 2010, before me personally appeared _____, to me known, who being by me duly sworn, say that (s)he is a _____ of 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, 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 Massachusetts)
) SS:
County of Suffolk)

On the ___ day of _____, 2010, before me personally appeared _____, to me known, who being by me duly sworn, says that (s)he is a _____ of U.S. Bank National Association, successor to State Street Bank and Trust Company of Connecticut, 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.

Notary Public

[Notarial Seal]

My commission expires:

State of Illinois)
) SS:
County of Cook)

On the 15th day of January, 2010, before me personally appeared J. BARTOLINI
VICE PRESIDENT, to me known, who being by me duly sworn, say that (s)he is a _____ of 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, 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: 1/22/2013

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: 5/16/10



Robert W Alvord