

RECORDATION NO. 17121-SS.S FILED

JAN 13 '11 -10 30 AM

**SURFACE TRANSPORTATION BOARD**

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January 13, 2011

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

Re: GATC Trust No. 90-2

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 December 27, 2010 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:

Seller:	Wilmington Trust Company (not in its individual capacity, but solely as Owner Trustee) Rodney Square North 1100 North Market Street Wilmington, DE 19890-0001
Buyer:	GATX Corporation (successor by merger to GATX Financial Corporation) 500 Monroe Street Chicago, IL 60661

Section Chief  
January 13, 2011  
Page 2

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

23 railcars: GACX 29000 - GACX 29022.

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

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**SURFACE TRANSPORTATION BOARD**

**BILL OF SALE**

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 90-2 (the "Lessor") under an Equipment Lease (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 (successor to General American Transportation Corporation) (the "Lessee"), in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which consideration is hereby acknowledged, 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 GACX 029000, GACX 029001, GACX 029002, GACX 029003, GACX 029004, GACX 029005, GACX 029006, GACX 029007, GACX 029008, GACX 029009, GACX 029010, GACX 029011, GACX 029012, GACX 029013, GACX 029014, GACX 029015, GACX 029016, GACX 029017, GACX 029018, GACX 029019, GACX 029020, GACX 029021 and GACX 029022 (the "Items of Equipment") as was previously conveyed to Lessor "as is," "where is," without recourse, warranty or guaranty of any kind, express or implied, arising by law or otherwise, other than a warranty against Lessor's Liens as defined in Section 9 of the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Items of Equipment and the obligation of the Lessee to pay rent for such Items of Equipment under the Lease has terminated.

This Bill of Sale shall in all respects be governed by and construed in accordance with the laws of the State of New York, including all matters of construction, validity and performance, without giving effect to conflict of laws principles other than Section 5-1401 and 5-1402 of the General Obligations Law of New York.

Dated: as of December 27, 2010

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

By: Jacqueline Sorone  
Title: Jacqueline Sorone  
Financial Services Officer

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

On the 30 day of Dec, 2010, before me personally appeared Jacqueline Solone, to me known, who being by me duly sworn, says that (s)he is a Financial Services Officer 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

[Notarial Seal]

My commission expires:



VERNESSA E. ROBINSON  
Notary Public - State of Delaware  
My Comm. Expires Oct. 26, 2014

**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: \_\_\_\_\_

1/13/11



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