

RECORDATION NO. 17521-000 FILED

APR 06 '11 -10 00 AM

**SURFACE TRANSPORTATION BOARD**

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

April 6, 2011

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

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 March 16, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the GATC Trust 91-1 and related documents previously filed with the Commission and the Board under Recordation Number 17521.

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 to BNY Midwest Trust Company)  
2 North LaSalle Street  
Suite 1020  
Chicago, IL 60602

Section Chief  
April 6, 2011  
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A description of the railroad equipment covered by the enclosed document is:

2 railcars RELEASED: GATX 204053 and GATX 204077.

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

APR 06 '11 -10 00 AM

**BILL OF SALE AND PARTIAL RELEASE**

**SURFACE TRANSPORTATION BOARD**

U.S. Bank National Association, successor to State Street Bank and Trust Company, successor to The Connecticut National Bank, not in its individual capacity, but solely as owner trustee under GATC Trust 91-1 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 91-1) dated as of September 5, 1991 (as heretofore amended; including without limitation by First Amendment to Equipment Lease Agreement (GATC Trust No. 91-1) dated as of October 11, 2005) (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 204053 and GATX 204077 (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 to BNY Midwest Trust Company, as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 91-1) dated as of September 5, 1991 (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: March 16, 2011

U.S. Bank National Association, successor to State Street Bank and Trust Company, 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 to BNY Midwest Trust Company, not in its individual capacity, but as Indenture Trustee

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

**BILL OF SALE AND PARTIAL RELEASE**

U.S. Bank National Association, successor to State Street Bank and Trust Company, successor to The Connecticut National Bank, not in its individual capacity, but solely as owner trustee under GATC Trust 91-1 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 91-1) dated as of September 5, 1991 (as heretofore amended; including without limitation by First Amendment to Equipment Lease Agreement (GATC Trust No. 91-1) dated as of October 11, 2005) (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 204053 and GATX 204077 (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 to BNY Midwest Trust Company, as Trustee (the "indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 91-1) dated as of September 5, 1991 (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: March 16, 2011

U.S. Bank National Association, successor to  
State Street Bank and 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 to BNY Midwest Trust Company, not in its  
individual capacity, but as Indenture Trustee

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

**LAWRENCE M. KUSCH  
VICE PRESIDENT**



State of Massachusetts )  
 ) SS:  
County of Suffolk )

On the \_\_\_ day of \_\_\_\_\_, 2011, before me personally appeared \_\_\_\_\_ to me known, who being by me duly sworn, say that he/she is a \_\_\_\_\_ of U.S. Bank National Association, successor to State Street Bank and Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she 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 March, 2011 before me personally appeared LAWRENCE M. KUSCH to me known, who being by me duly sworn, says that he/she is a Vice President of The Bank of New York Mellon Trust Company, N.A., successor to 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 he/she 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: 4/6/11



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