

RECORDATION NO 20244-JJJ FILED
July 17, 2012 01:00 PM
SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

July 17, 2012

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 as of March 5, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (GATC Trust No. 96-1) and related documents previously filed with the Board under Recordation Number 20244.

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

Indenture Trustee: The Bank of New York Mellon Trust Company,
N.A., successor-in-interest to JP Morgan Trust
Company, N.A., successor-in-interest to
Bank One, NA
1 Bank One Plaza
Chicago, Illinois 60670

Owner Trustee: Wells Fargo Bank Northwest, N.A.
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111

Section Chief
July 17, 2012
Page 2

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

6 railcars RELEASED: GATX 30978, 31256, 31303, 31309, 31315 and 31322.

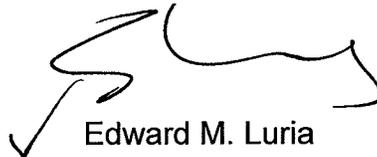
A short summary of the document to appear in the index is:

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,



Edward M. Luria

EML/sem
Enclosures

BILL OF SALE AND PARTIAL RELEASE

Wells Fargo Bank Northwest, N.A., not in its individual capacity, but solely as Trustee under GATC Trust No. 96-1 (the "Lessor") under an Equipment Lease Agreement (GATC Trust No. 96-1) dated as of August 28, 1996 (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 030978, GATX 031256, GATX 031303, GATX 031309, GATX 031315 and GATX 031322 (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, as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust No. 96-1) dated as of August 28, 1996 (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 5, 2012

Wells Fargo Bank Northwest, N.A., 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, as
Indenture Trustee

By: _____
Title: _____

BILL OF SALE AND PARTIAL RELEASE

Wells Fargo Bank Northwest, N.A., not in its individual capacity, but solely as Trustee under GATC Trust No. 96-1 (the "Lessor") under an Equipment Lease Agreement (GATC Trust No. 96-1) dated as of August 28, 1996 (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 030978, GATX 031256, GATX 031303, GATX 031309, GATX 031315 and GATX 031322 (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.

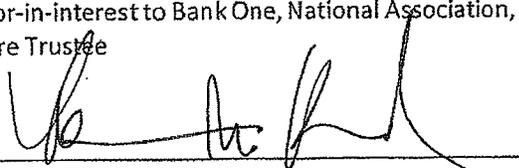
The Bank of New York Mellon Trust Company, N.A., successor-in-interest to J.P. Morgan Trust Company, N.A., successor-in-interest to Bank One, National Association, as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust No. 96-1) dated as of August 28, 1996 (the "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 5, 2012

Wells Fargo Bank Northwest, N.A., not in its individual capacity, but solely as Owner Trustee

By: _____
Title: _____

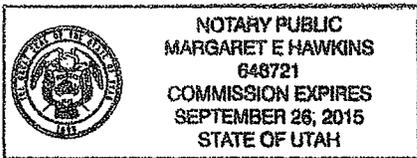
The Bank of New York Mellon Trust Company, N.A.,
successor-in-interest to J. P. Morgan Trust Company, N.A.,
successor-in-interest to Bank One, National Association, as
Indenture Trustee

By: 
Title: _____

**LAWRENCE M. KUSCH
VICE PRESIDENT**

State of Utah)
) SS:
County of Salt Lake)

On the 21ST day of MARCH 2012 before me personally appeared Janeen R Higgs
to me known, who being by me duly sworn, say that (s)he is a Vice President of Wells Fargo
Bank Northwest, N.A., 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]

A handwritten signature in cursive script, appearing to read 'm h', written over a horizontal line.

Notary Public

My commission expires:

State of Illinois)
) SS:
County of Cook)

On the ___ day of _____, 2012, 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, N.A., successor-in-interest to J. P. Morgan Trust Company, N.A., successor-in-interest to Bank One, National Association, as Indenture Trustee, 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 Utah)
) SS:
County of Salt Lake)

On the ___ day of _____, 2012 before me personally appeared _____, to me known, who being by me duly sworn, say that (s)he is a _____ of Wells Fargo Bank Northwest, N.A., 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 28th day of March, 2012, before me personally appeared Lawrence M. KOSCH, 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, N.A., successor-in-interest to J. P. Morgan Trust Company, N.A., successor-in-interest to Bank One, National Association, as Indenture Trustee, 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, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 7/17/12

Edward M Luria
Edward M. Luria