

RECORDATION NO. 14823-E FILED

AUG 8 '01 10-24 AM
TS
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973
—
(202) 393-2266
FAX (202) 393-2156

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

OF COUNSEL
URBAN A. LESTER

August 7, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Bill of Sale and Partial Release, dated June 26, 2001 a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease and Security Agreement which was previously filed with the Commission under Recordation Number 14823.

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

Lessor: ATEL Leasing Corporation
 235 Pine Street
 San Francisco, CA 94104

Security
Trustee: Bank of New York
 48 Wall Street
 New York, NY

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

One (1) railcar GATX 052866

Mr. Vernon Williams
August 7, 2001
Page Two

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

Bill of Sale and Partial Release

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

BILL OF SALE AND PARTIAL RELEASE

ATEL Leasing Corporation, not in its individual capacity, but solely as Lessor under GATC Trust 85-2, (the "Lessor") under an Equipment Lease Agreement (GATC Trust 85-2) dated as of October 25, 1985 (the "Lease") between the Lessor and GATX Rail Corporation, formerly named General American Transportation 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 052866 (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.

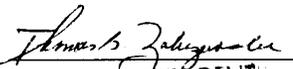
Bank of New York, as Security Trustee (the "Security Trustee") under a Conditional Sale Agreement (GATC Trust 85-2) dated as of October 25, 1985 (the "Security Trustee") between the Lessor and the Security Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Conditional Sale Agreement and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: June 26, 2001

ATEL Leasing Corporation, not in its individual capacity, but solely as Lessor

By: 
Title: COO

Bank of New York, as Security Trustee

By: 
Title: VICE PRESIDENT

RECORDATION NO. 14823-E FILED

AUG 8 '01 10-24 AM

SURFACE TRANSPORTATION BOARD

State of Colorado)
) SS
County of)

On this _____ day of _____, 2001, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he/she is _____ of ATEL Leasing Corporation, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and 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 New York)
) SS
County of)

On this 27 day of July, 2001, before me personally appeared THOMAS B. ZAKRZEWSKI, to me personally known, who being by me duly sworn, say that he/she is "VICE PRESIDENT" of Bank of New York, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and 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:

WILLIAM J. CASSELES
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Commission Expires May 16, 2002