

RECORDATION NO. 14823-5 FILED

FEB 07 '05

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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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February 4, 2005

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 two (2) copies of a Bill of Sale and Partial Release, dated as of January 6, 2005, 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 previously filed with the Board under Recordation Number 14823.

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

Lessor: ATEL Capital Equipment Fund VII, L.P.
c/o ATEL Leasing Corporation
235 Pine Street
San Francisco CA 94104

[Lessee: GATX Financial Corporation
500 West Monroe Street
Chicago, Illinois 60661]

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

1 railcar: GATX 073766.

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 \$32.00 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/anm
Enclosures

