

RECORDATION NO. 14823-17 FILED

AUG 09 '05 1:00 PM

SURFACE TRANSPORTATION BOARD

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

August 8, 2005

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

Re: GATC Trust 85-2

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 July 5, 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 (GATC Trust 85-2) 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]

Mr. Vernon A. Williams

August 8, 2005

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

1 railcar: GATX 056399.

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 \$33.00 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



GATX Corporation
500 West Monroe Street
Chicago, IL 60661

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AUG 09 '05

1-00 PM

Bronna L. Wasserman
Associate General Counsel
Corporate Law Department

Tel: 312.621.6588
Fax: 312.621.6647
bronna.wasserman@gatx.com

SURFACE TRANSPORTATION BOARD

July 25, 2005

Mr. Robert W. Alvord
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

**RE: GATX Financial Corporation
Equipment Lease Agreement dated as of October 25, 1985 (GATC 85-2)**

Destroyed Car: GACX 056399 – Replacement: Casualty Value

Dear Bob:

Please file the following fully executed documents and return stamped copies to me:

- Bill of Sales Partial Release.

Thank you for your help.

Very truly yours,

BLW:pl
Enclosures

cc: D. Dahlke - w/o enclosures

AUG 09 '05 1-00 PM

BILL OF SALE AND PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

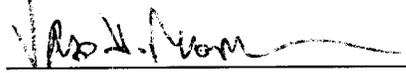
ATEL Capital Equipment Fund VII, L.P. (the "Lessor") under an Equipment Lease Agreement (GATC Trust 85-2) dated as of October 25, 1985 (the "Lease") between the Lessor and GATX Financial Corporation, successor by merger to GATX Rail Corporation (the "Lessee") does hereby grant, bargain, sell, transfer, 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 GACX 056399 (the "Unit") "as is," "where is," without recourse, representation or warranty, expressed or implied, 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.

Dated: July 5, 2005

ATEL Capital Equipment Fund VII, L.P.

By: ATEL Financial Services, LLC, its General Partner

By: ATEL Leasing Corporation, its Manager

By: 

Name: Vasco H. Morais, Esq.

Title: Senior Vice President

ATEL LEGAL DEPARTMENT
APPROVED
AS TO FORM

BY: 

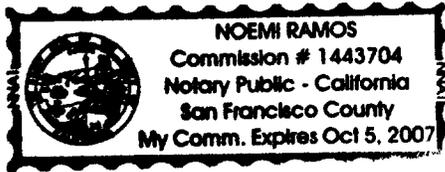
STATE OF CALIFORNIA }

ss.

COUNTY OF SAN FRANCISCO }

On July 19, 2005, before me, Noemi Ramos personally appeared Vasco H. Menari, known to me to be the person whose name is subscribed to this instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



A handwritten signature in cursive script, appearing to read "Noemi Ramos", written over a horizontal line.

Noemi Ramos, Notary Public
Commission #1443704

My Commission expires: October 5, 2007

(Notarial Seal)

(This Notary Acknowledgment is an attachment to
Bill of Sale and Partial Release
dated July 5, 2005)