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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

January 2, 2015

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 Memorandum of Lease and Indenture Termination (GATC Trust No. 95-1A), dated as of January 2, 2015, 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. 95-1A), and the Trust Indenture and Security Agreement (GATC Trust No. 95-1A), as amended, previously filed with the Commission under Recordation Numbers 19532 and 19532-A, respectively.

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

Owner Trustee/ Lessor:	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 in interest to First National Bank of Chicago) One First National Plaza Chicago, IL 60670
Lessee:	GATX Corporation 222 West Adams Street, Suite 500 Chicago, IL 60606

Section Chief
January 2, 2015
Page 2

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

All railroad equipment covered by the Equipment Lease Agreement (GATC Trust No. 95-1A), and the Trust Indenture and Security Agreement (GATC Trust No. 95-1A), filed under Rec. Nos. 19532 and 19532-A, respectively, is hereby RELEASED and TERMINATED, including but not limited to cars within the series DOWX 021050 – DOWX 021084, GACX 004607 – GACX 004798, and GPFX 010550 – GPFX 011133 as more particularly set forth on the attachment to the document.

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

Memorandum of Lease and Indenture Termination (GATC Trust No. 95-1A).

Also enclosed is a check in the amount of \$43.00 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,


for

Edward M. Luria

EML/cem
Enclosures

MEMORANDUM OF LEASE AND INDENTURE TERMINATION, dated as of January 2, 2015, by and among **GATX CORPORATION**, a New York corporation (“**Lessee**”), **U.S. BANK NATIONAL ASSOCIATION**, a national banking association, not in its individual capacity, but solely as Owner Trustee (the “**Owner Trustee**”) under the Trust Agreement, dated as of July 14, 1995 (the “**Trust Agreement**”) and **THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.**, a national banking association (as successor-in-interest to The First National Bank of Chicago), as indenture trustee (the “**Indenture Trustee**”) and together with Lessee and the Owner Trustee, the “**Parties**”). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto as set forth in the Indenture (defined below).

WHEREAS, Owner Trustee, as lessor, and Lessee, as lessee, entered into that certain (i) Equipment Lease Agreement (GATC Trust No. 95-1A), dated as of July 14, 1995 (as modified, amended and/or supplemented from time to time, the “**Lease**”) and that certain Lease Supplement No. 1 (GATC Trust No. 95-1A), dated July 20, 1995, memoranda of which were recorded with the Surface Transportation Board (the “**STB**”) on July 20, 1995 at 11:00 a.m. under Recordation Nos. 19532 and 19532-B, respectively, and deposited in the office of the Registrar General of Canada (the “**RGC**”) pursuant to § 105 of the Canada Transportation Act on July 20, 1995 as Document Key 5571 and 5572, covering certain units of equipment as specified therein, (ii) Lease Supplement No. 2 (GATC Trust No. 95-1A) dated as of July 14, 1997, which was recorded with the STB on October 17, 1997 at 12:15 p.m. under Recordation No. 19532-D and deposited in the office of the RGC on August 3, 1997 as Document Key 18707, (iii) Lease Supplement No. 3 (GATC Trust No. 95-1A) dated as of January 7, 1999, which was recorded with the STB on February 2, 1999 at 1:15 p.m. under Recordation No. 19532-G and deposited in the office of the RGC on February 16, 1999 as Document Key 11531, (iv) Lease Supplement No. 4 (GATC Trust No. 95-1A) dated as of October 28, 2003, which was recorded with the STB on November 25, 2003 at 1:54 p.m. under Recordation No. 19532-M and deposited in the office of the RGC on December 9, 2003 as Document Key 15124, and as amended by that certain (v) Amendment No. 1 to Equipment Lease Agreement (GATC Trust No. 95-1A), dated as of January 2, 2008, memorandum of which was recorded with the STB on December 27, 2007 at 8:00 a.m. under Recordation No. 19532-T and deposited in the office of the RGC on December 27, 2007 as Document Key 19039, covering, *inter alia*, the railroad equipment listed in Schedule A hereto, bearing the equipment numbers shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor (the “**Equipment**”);

WHEREAS, Owner Trustee and Indenture Trustee entered into that certain (i) Trust Indenture and Security Agreement (GATC Trust No. 95-1A) dated as of July 14, 1995 (as modified, amended and/or supplemented from time to time, the “**Indenture**”) and that certain Trust Indenture Supplement No. 1 (GATC Trust No. 95-1A), dated July 20, 1995, memoranda of which were recorded with the STB on July 20, 1995 at 11:00 a.m. under Recordation Nos. 19532-A and 19532-C, respectively, and deposited in the office of the RGC on July 20, 1995 as Document Key 5573 and 5574, covering certain units of equipment as specified therein, (ii) Trust Indenture Supplement No. 3 (GATC Trust No. 95-1A), dated July 14, 1997, which was recorded with the STB on October 17, 1997 at 12:15 p.m. under Recordation No. 19532-E and deposited in the office of the RGC on August 3, 1997 as Document Key 18708, (iii) Trust

[Memorandum of Lease and Indenture Termination (GATC TRUST NO. 95-1A)]

Indenture Supplement No. 4 (GATC Trust No. 95-1A), dated January 7, 1999, which was recorded with the STB on February 2, 1999 at 1:15 p.m. under Recordation No. 19532-H and deposited in the office of the RGC on February 16, 1999 as Document Key 11532, (iv) Trust Indenture Supplement No. 5 (GATC Trust No. 95-1A), dated October 28, 2003, which was recorded with the STB on November 25, 2003 at 2:08 p.m. under Recordation No. 19532-N and deposited in the office of the RGC on December 9, 2003 as Document Key 15125, and as amended by that certain (v) Amendment No. 1 to Trust Indenture and Security Agreement (GATC Trust No. 95-1A), dated as of January 2, 2008, memorandum of which was recorded with the STB on December 27, 2007 at 8:00 a.m. under Recordation No. 19532-U and deposited in the office of the RGC on December 27, 2007 as Document Key 19040;

WHEREAS, Owner Trustee and Indenture Trustee entered into that certain (i) Bill of Sale and Partial Release dated July 14, 1997, recorded with the STB on October 17, 1997 at 12:15 p.m. under Recordation No. 19532-F and deposited in the office of the RGC on October 17, 1997 as Document Key 10594, (ii) Bill of Sale and Partial Release dated January 20, 1999, recorded with the STB on February 2, 1999 at 1:15 p.m. under Recordation No. 19532-I and deposited in the office of the RGC on February 2, 1999 as Document Key 11527, (iii) Bill of Sale and Partial Release dated July 14, 1999, recorded with the STB on August 13, 1999 at 11:00 a.m. under Recordation No. 19532-J and deposited in the office of the RGC on August 13, 1999 as Document Key 11905, (iv) Bill of Sale and Partial Release dated July 5, 2000, recorded with the STB on September 20, 2000 at 11:27 a.m. under Recordation No. 19532-K and deposited in the office of the RGC on September 20, 2000 as Document Key 13074, (v) Bill of Sale and Partial Release dated January 16, 2003, recorded with the STB on February 28, 2003 at 11:19 a.m. under Recordation No. 19532-L and deposited in the office of the RGC on February 28, 2003 as Document Key 14580, (vi) Bill of Sale and Partial Release dated October 28, 2003, recorded with the STB on November 25, 2003 at 2:16 p.m. under Recordation No. 19532-O and deposited in the office of the RGC on November 25, 2003 as Document Key 15126, (vii) Bill of Sale and Partial Release dated July 5, 2005, recorded with the STB on July 20, 2005 at 2:51 p.m. under Recordation No. 19532-Q and deposited in the office of the RGC on July 20, 2005 as Document Key 16737, (viii) Bill of Sale and Partial Release dated January 4, 2006, recorded with the STB on March 3, 2006 at 3:07 p.m. under Recordation No. 19532-R and deposited in the office of the RGC on March 16, 2006 as Document Key 17343, (ix) Bill of Sale and Partial Release dated January 4, 2006, recorded with the STB on March 3, 2006 at 3:10 p.m. under Recordation No. 19532-S and deposited in the office of the RGC on March 3, 2006 as Document Key 17341; (x) Bill of Sale and Partial Release dated January 3, 2008, recorded with the STB on February 14, 2008 at 3:39 p.m. under Recordation No. 19532-V and deposited in the office of the RGC on February 14, 2008 as Document Key 19172; (xi) Bill of Sale and Partial Release dated January 10, 2011, recorded with the STB on January 26, 2011 at 11:30 a.m. under Recordation No. 19532-W and deposited in the office of the RGC on January 28, 2011 as Document Key 21287; and (xii) Bill of Sale and Partial Release dated January 6, 2012, recorded with the STB on April 10, 2012 at 1:00 p.m. under Recordation No. 19532-X and deposited in the office of the RGC on April 12, 2012 as Document Key 21815;

WHEREAS, GATX Corporation is purchasing the Equipment from Owner Trustee, and in connection therewith, (i) the lien of the Indenture and all rights of the Indenture Trustee thereunder are released and discharged, and the Indenture is terminated and (ii) the Equipment

[Memorandum of Lease and Indenture Termination (GATC TRUST NO. 95-1A)]

(and any other equipment subject to the Lease) is released from the Lease and the Lease is terminated;

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid sale and assignment of the Equipment and the termination of the Lease and the Indenture.

NOW, THEREFORE, to accomplish the foregoing, the Parties are filing this Memorandum of Lease and Indenture Termination with the STB pursuant to 49 USC section 11301(a) and with the office of the Registrar General of Canada pursuant to § 105 of the Canada Transportation Act.

It is expressly understood that U.S. Bank National Association is executing and delivering this Memorandum of Lease and Indenture Termination solely as Owner Trustee and not in its individual capacity and in no case whatsoever shall U.S. Bank National Association be liable in its individual capacity for any statements, representations, warranties, agreements or obligations of Owner Trustee hereunder or for any loss in respect thereof, any such statements, representations, warranties, agreements or obligations being made solely by Owner Trustee for the purpose of binding only the Trust Estate, and any recourse in respect of any such statements, representations, warranties, agreements or obligations of Owner Trustee shall be had solely with respect to the Trust Estate.

[Memorandum of Lease and Indenture Termination (GATC TRUST NO. 95-1A)]

This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

**U.S. BANK NATIONAL
ASSOCIATION,**
not in its individual capacity, but solely as
Owner Trustee

By: 
Name: Alison D. Madeau
Title: Vice President

[Memorandum of Lease and Indenture Termination (GATC TRUST NO. 95-1A)]

This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

**THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.,**
not in its individual capacity, but solely as
Indenture Trustee

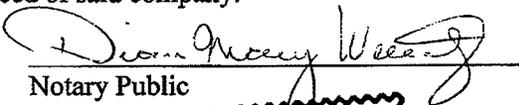
By: 

Name: **D. G. DONOVAN**
Title: **VICE PRESIDENT**

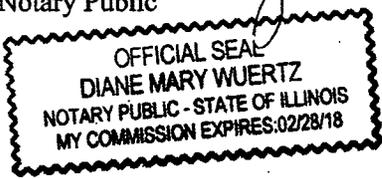
[Memorandum of Lease and Indenture Termination (GATC TRUST NO. 95-1A)]

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 17th day of December, 2014, before me personally appeared D. G. DONOVAN, to me personally known, who, by me being duly sworn, says that he/she is Vice President of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., and that the foregoing instrument was signed on behalf of said company, 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 company.



Notary Public

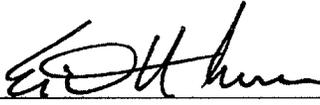


My commission expires

[Memorandum of Lease and Indenture Termination (GATC TRUST NO. 95-1A)]

This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

GATX CORPORATION,
as Lessee

By: 
Name: Eric D. Harkness
Title: Vice President, Treasurer and
Chief Risk Officer

[Memorandum of Lease and Indenture Termination (GATC TRUST NO. 95-1A)]

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 11 day of December, 2014, before me personally appeared Erie D. Harkness, to me personally known, who, by me being duly sworn, says that he/she is VP Treasurer & CFO of GATX CORPORATION, and that the foregoing instrument was signed on behalf of said company, 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 company.

Patricia Lodge
Notary Public Patricia Lodge

My commission expires
02-01-15



Schedule A to
Memorandum of Lease and Indenture Termination

**DESCRIPTION OF UNITS
(GATC TRUST NO. 95-1A)**

Equipment Numbers
DOWX021050
DOWX021051
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DOWX021084
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GACX004608
GACX004609

Equipment Numbers
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[Memorandum of Lease and Indenture Termination (GATC TRUST NO. 95-1A)]

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[Memorandum of Lease and Indenture Termination (GATC TRUST NO. 95-1A)]

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[Memorandum of Lease and Indenture Termination (GATC TRUST NO. 95-1A)]

Equipment Numbers
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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: 1/2/15

Edward M Luria
Edward M. Luria