

RECORDATION NO 25512-T FILED
November 25, 2013 02:30 PM
SURFACE TRANSPORTATION BOARD

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

November 25, 2013

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Re: GATX Trust No. 2005-1A

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 Supplement No. 7 to Equipment Lease Agreement (GATX Trust No. 2005-1A), dated as of November 25, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed under Recordation Number 25512.

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

Lessor: Wells Fargo Bank Northwest, National
Association
299 South Main Street, 12th Floor
Salt Lake City, UT 84111

Lessee: GATX Corporation (successor by merger
to GATX Financial Corporation)
500 West Monroe Street
Chicago, IL 60661

Section Chief
November 25, 2013
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A description of the railroad equipment covered by the enclosed document is:

61 railcars: GATX 002525 – GATX 002550 and within the series GATX 033054 – GATX 033090 as more particularly set forth in the attachment to the document.

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

Memorandum of Supplement No. 7 to Equipment Lease Agreement (GATX Trust No. 2005-1A).

Also enclosed is a check in the amount of \$44.00 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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

**MEMORANDUM OF SUPPLEMENT NO. 7
TO EQUIPMENT LEASE AGREEMENT
(GATX TRUST NO. 2005-1A)
(STB)**

THIS MEMORANDUM OF LEASE SUPPLEMENT NO. 7 TO EQUIPMENT LEASE AGREEMENT (GATX TRUST NO. 2005-1A) dated as of November 25, 2013, is by and between **WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION**, not in its individual capacity but solely as Owner Trustee under the Trust Agreement, as Lessor (“**Lessor**”), and **GATX CORPORATION**, a New York corporation (as successor by merger to GATX Financial Corporation), as Lessee (“**Lessee**”).

W I T N E S S E T H:

The Lessor and the Lessee have entered into that certain Equipment Lease Agreement (GATX Trust No. 2005-1A), dated as of March 23, 2005 (as amended, modified and supplemented from time to time, the “**Lease Agreement**”), a memorandum of which was filed with the Surface Transportation Board at 11:14 a.m. on March 23, 2005 and assigned recordation number 25512.

The Lessor and the Lessee have entered into that certain Lease Supplement No. 7 to Equipment Lease Agreement (GATX Trust No. 2005-1A), dated as of November 25, 2013, whereby certain railroad tank cars (collectively, the “**Equipment**”), which are set forth in Exhibit A, attached hereto, are made subject to the Lease Agreement.

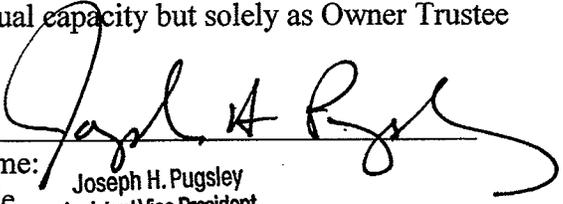
For the purposes of facilitating the execution of this memorandum, this memorandum may be executed simultaneously in any number of counterparts, each of which counterparts shall be deemed to be an original, and all of which counterparts shall constitute but one and the same instrument.

Capitalized terms used herein and not otherwise defined shall have the meanings assigned thereto in Appendix A to the Lease Agreement.

* * *

IN WITNESS WHEREOF, the parties have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

**WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION**, not in its individual capacity but solely as Owner Trustee

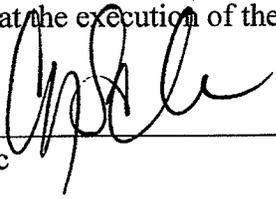
By: 
Name: Joseph H. Pugsley
Title Assistant Vice President

GATX CORPORATION

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

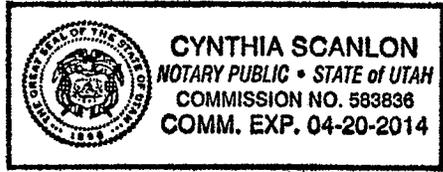
STATE OF UTAH)
)
COUNTY OF SALT LAKE)

On this 25th day of November, 2013 before me personally appeared Joseph H. Pugsley, to me personally known, who being duly sworn, says that he/she is the Asst. Vice President of Wells Fargo Bank Northwest, National Association, that said instrument was signed on behalf of said corporation 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 corporation.



Notary Public

My commission expires: 04/20/2014



IN WITNESS WHEREOF, the parties have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

**WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION**, not in its
individual capacity but solely as Owner Trustee

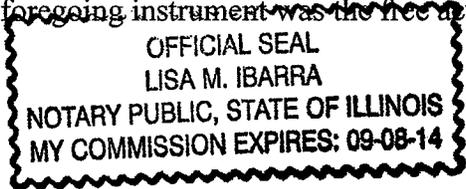
By: _____
Name:
Title

GATX CORPORATION

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

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 27th day of November, 2013 before me personally appeared Eric D. Harkness, to me personally known, who being duly sworn, says that he is the Vice President, Treasurer and Chief Risk Officer of GATX Corporation, that said instrument was signed 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.



Lisa M. Ibarra
Notary Public

My commission expires: _____

EXHIBIT A**UNITS**

	Car Operating Number	Built Year	Basic Group
1	GATX002525	2003	VII
2	GATX002526	2003	VII
3	GATX002527	2003	VII
4	GATX002528	2003	VII
5	GATX002529	2003	VII
6	GATX002530	2003	VII
7	GATX002531	2003	VII
8	GATX002532	2003	VII
9	GATX002533	2003	VII
10	GATX002534	2003	VII
11	GATX002535	2003	VII
12	GATX002536	2003	VII
13	GATX002537	2003	VII
14	GATX002538	2003	VII
15	GATX002539	2003	VII
16	GATX002540	2003	VII
17	GATX002541	2003	VII
18	GATX002542	2003	VII
19	GATX002543	2003	VII
20	GATX002544	2003	VII
21	GATX002545	2003	VII
22	GATX002546	2003	VII
23	GATX002547	2003	VII
24	GATX002548	2003	VII
25	GATX002549	2003	VII
26	GATX002550	2003	VII
27	GATX033075	2005	VII
28	GATX033076	2005	VII
29	GATX033077	2005	VII
30	GATX033078	2005	VII
31	GATX033079	2005	VII
32	GATX033080	2005	VII
33	GATX033081	2005	VII
34	GATX033082	2005	VII
35	GATX033083	2005	VII
36	GATX033084	2005	VII
37	GATX033085	2005	VII
38	GATX033086	2005	VII
39	GATX033087	2005	VII

	Car Operating Number	Built Year	Basic Group
40	GATX033088	2005	VII
41	GATX033089	2005	VII
42	GATX033090	2005	VII
43	GATX033054	2005	VII
44	GATX033055	2005	VII
45	GATX033056	2005	VII
46	GATX033057	2005	VII
47	GATX033058	2005	VII
48	GATX033059	2005	VII
49	GATX033060	2005	VII
50	GATX033061	2005	VII
51	GATX033062	2005	VII
52	GATX033063	2005	VII
53	GATX033064	2005	VII
54	GATX033065	2005	VII
55	GATX033066	2005	VII
56	GATX033067	2005	VII
57	GATX033068	2005	VII
58	GATX033069	2005	VII
59	GATX033070	2005	VII
60	GATX033071	2005	VII
61	GATX033072	2005	VII

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: 4/25/13

Edward M Luria
Edward M. Luria