

ALVORD AND ALVORD PLLC SURFACE TRANSPORTATION BOARD

ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

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

PHONE: (202) 393-2266
FAX: 1-855-600-2836
E-MAIL: alvord@alvordlaw.com
WEBSITE: www.alvordlaw.com

March 23, 2016

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 Supplement No. 2 to Equipment Lease Agreement (GATX Trust No. 2010-1B), dated as of March 23, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement (GATX Trust No. 2010-1B) previously filed with the Board under Recordation Number 29480.

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

Owner Trustee/ Lessor:	Wells Fargo Bank Northwest, National Association 299 South Main Street, 12 th Floor Salt Lake City, UT 84111
Lessee:	GATX Corporation 222 West Adams Street Chicago, IL 60606

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

50 railcars within the following series as more particularly set forth on the attachment to the document: GATX 024970 – GATX 026844; and GATX 208087 – GATX 209075.

Section Chief
March 23, 2016
Page 2

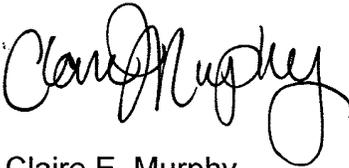
A short summary of the document to appear in the index is:

Memorandum of Supplement No. 2 to Equipment Lease Agreement
(GATX Trust No. 2010-1B).

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,

A handwritten signature in black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive style with a large, looping "y" at the end.

Claire E. Murphy

CEM
Enclosures

**MEMORANDUM OF SUPPLEMENT NO. 2
TO EQUIPMENT LEASE AGREEMENT
(GATX TRUST NO. 2010-1B)
(STB)**

THIS MEMORANDUM OF LEASE SUPPLEMENT NO. 2 TO EQUIPMENT LEASE AGREEMENT (GATX TRUST NO. 2010-1B) dated as of March 23, 2016, 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 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. 2010-1B), dated as of September 23, 2010 (as amended, modified and supplemented from time to time, the “**Lease Agreement**”), a memorandum of which was filed with the Surface Transportation Board at 3:10 p.m. on September 22, 2010 and assigned recordation number 29480.

The Lessor and the Lessee have entered into that certain Lease Supplement No. 2 to Equipment Lease Agreement (GATX Trust No. 2010-1B), dated as of March 23, 2016, whereby certain railroad tank cars (collectively, the “**Equipment**”), which are set forth in Exhibit A, attached hereto, are made subject to the Lease Agreement.

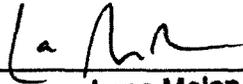
For the purposes of facilitating the execution of this memorandum, this memorandum may be executed simultaneously in any number of counterparts, each of which counterparts shall be deemed to be an original, and all of which counterparts shall constitute but one and the same instrument.

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: **Lane Molen**
Title **Assistant Vice President**

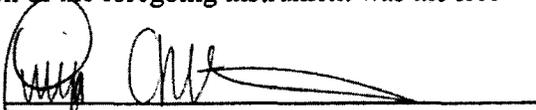
GATX CORPORATION

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

STATE OF Utah)

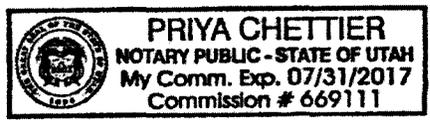
COUNTY OF Salt Lake)

On this 14th day of March, 2016 before me personally appeared Lane Melon, to me personally known, who being duly sworn, says that he/she is the Assistant Vice President of WELLS FARGO BANK NORTHWEST, N.A., 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: 07/31/2017



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 21st day of March, 2016 before me personally appeared Eric D. Harkness, to me personally known, who being duly sworn, says that he/she 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/she 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	GATX024970	2009	III
2	GATX024971	2009	III
3	GATX024979	2009	III
4	GATX024982	2009	III
5	GATX024983	2009	III
6	GATX024984	2009	III
7	GATX024985	2009	III
8	GATX024986	2009	III
9	GATX024987	2009	III
10	GATX024988	2009	III
11	GATX024989	2009	III
12	GATX024990	2009	III
13	GATX024991	2009	III
14	GATX024992	2009	III
15	GATX024993	2009	III
16	GATX024994	2009	III
17	GATX024995	2009	III
18	GATX024996	2009	III
19	GATX024997	2009	III
20	GATX024998	2009	III
21	GATX024999	2009	III
22	GATX025000	2009	III
23	GATX026824	2009	III
24	GATX026825	2009	III
25	GATX026826	2009	III
26	GATX026829	2009	III
27	GATX026833	2009	III
28	GATX026838	2009	III
29	GATX026839	2009	III
30	GATX026840	2009	III
31	GATX026841	2009	III
32	GATX026842	2009	III
33	GATX026843	2009	III
34	GATX026844	2009	III
35	GATX208087	2009	III
36	GATX208089	2009	III
37	GATX208099	2009	III
38	GATX208101	2009	III
39	GATX208102	2009	III

	Car Operating Number	Built Year	Basic Group
40	GATX208985	2009	III
41	GATX208988	2009	III
42	GATX208994	2009	III
43	GATX208996	2009	III
44	GATX208998	2009	III
45	GATX209007	2009	III
46	GATX209017	2009	III
47	GATX209023	2009	III
48	GATX209024	2009	III
49	GATX209074	2009	III
50	GATX209075	2009	III

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and the State of New Jersey, 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: March 23, 2016



Claire E. Murphy