

RECORDATION NO. 30967-A
FILED October 31, 2013 03:25 PM
SURFACE TRANSPORTATION BOARD

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

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

20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

October 31, 2013

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. 1 to Equipment Lease Agreement (GATX Trust No. 2013-1D), dated as of October 31, 2013, 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. 2013-1D) being filed with the Board under Recordation Number 30967.

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

Lessor: U.S. Bank National Association (not in its
individual capacity but solely as Owner Trustee)
Goodwin Square
225 Asylum Street, 23rd Floor
Hartford, CT 06103

Lessee: GATX Corporation
222 West Adams Street
Chicago, IL 60606

Chief, Section of Administration
October 31, 2013
Page 2

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

100 railcars: GATX 214703 - GATX 214812.

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

Memorandum of Supplement No. 1 to Equipment Lease Agreement
(GATX Trust No. 2013-1D).

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 'Edward M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

**MEMORANDUM OF SUPPLEMENT NO. 1
TO EQUIPMENT LEASE AGREEMENT
(GATX TRUST NO. 2013-1D)**

THIS MEMORANDUM OF LEASE SUPPLEMENT NO. 1 TO EQUIPMENT LEASE AGREEMENT (GATX TRUST NO. 2013-1D) dated as of October 31, 2013 (this "**Memorandum**") is by and between **U.S. BANK 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. 2013-1D), dated as of October 31, 2013 (the "**Lease Agreement**"), a memorandum of which is being filed with the Surface Transportation Board concurrently herewith.

The Lessor and the Lessee have entered into that certain Lease Supplement No. 1 to Equipment Lease Agreement (GATX Trust No. 2013-1D), dated as of October 31, 2013, whereby certain railroad cars (collectively, the "**Equipment**"), which are set forth in Exhibit A, attached hereto, are made subject to the Lease Agreement.

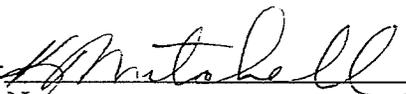
For the purposes of facilitating the execution of this Memorandum, this Memorandum may be executed simultaneously in any number of counterparts, each of which counterparts shall be deemed to be an original, and all of which counterparts shall constitute but one and the same instrument.

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.

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

By: 
Name: Kathy L. Mitchell
Title Vice President

GATX CORPORATION

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

STATE OF Connecticut

COUNTY OF Hartford

On this 31st day of October, 2013 before me personally appeared
Kathy L. Mitchell to me personally known, who being duly sworn, says that he/she
is the VICE PRESIDENT of U.S. Bank 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.

Susan P. McNally
Notary Public

My commission expires: _____

SUSAN P. McNALLY
Notary Public, State of Connecticut
My Commission Expires Mar. 31, 2015

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.

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

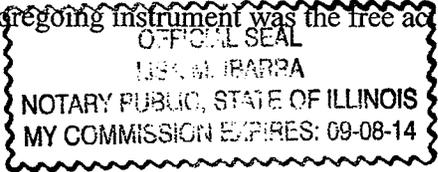
By: _____
Name:
Title

GATX CORPORATION

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

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 30th day of October, 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. Barbra
Notary Public

My commission expires: 9/8/14

EXHIBIT A

Car Number - Operating	Basic Group
GATX214812	E
GATX214811	E
GATX214810	E
GATX214809	E
GATX214808	E
GATX214807	E
GATX214806	E
GATX214805	E
GATX214804	E
GATX214803	E
GATX214802	E
GATX214801	E
GATX214800	E
GATX214799	E
GATX214798	E
GATX214797	E
GATX214796	E
GATX214795	E
GATX214794	E
GATX214793	E

Car Number - Operating	Basic Group
GATX214792	E
GATX214791	E
GATX214790	E
GATX214789	E
GATX214788	E
GATX214787	E
GATX214786	E
GATX214785	E
GATX214784	E
GATX214783	E
GATX214782	E
GATX214781	E
GATX214780	E
GATX214779	E
GATX214778	E
GATX214777	E
GATX214776	E
GATX214775	E
GATX214774	E
GATX214773	E
GATX214772	E
GATX214771	E

Car Number - Operating	Basic Group
GATX214770	E
GATX214769	E
GATX214768	E
GATX214767	E
GATX214766	E
GATX214765	E
GATX214764	E
GATX214763	E
GATX214762	E
GATX214761	E
GATX214760	E
GATX214759	E
GATX214758	E
GATX214757	E
GATX214756	E
GATX214755	E
GATX214754	E
GATX214753	E
GATX214752	E
GATX214751	E
GATX214750	E
GATX214749	E

Car Number - Operating	Basic Group
GATX214748	E
GATX214747	E
GATX214746	E
GATX214745	E
GATX214744	E
GATX214743	E
GATX214742	E
GATX214741	E
GATX214740	E
GATX214739	E
GATX214738	E
GATX214737	E
GATX214736	E
GATX214735	E
GATX214734	E
GATX214733	E
GATX214732	E
GATX214731	E
GATX214730	E
GATX214729	E
GATX214728	E
GATX214727	E

Car Number - Operating	Basic Group
GATX214726	E
GATX214725	E
GATX214724	E
GATX214723	E
GATX214722	E
GATX214721	E
GATX214720	E
GATX214719	E
GATX214718	E
GATX214717	E
GATX214716	E
GATX214715	E
GATX214714	E
GATX214713	E
GATX214712	E
GATX214711	E
GATX214710	E
GATX214709	E
GATX214708	E
GATX214707	E
GATX214706	E
GATX214705	E

Car Number - Operating	Basic Group
-------------------------------	--------------------

GATX214704	E
------------	---

GATX214703	E
------------	---

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: October 31, 2013 Edward M Luria
Edward M. Luria