RECORDATION NO 30944 FILD
October 17, 2013 07:00 AM
SURFACE TRANSPORTATION BOARD

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

October 15, 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 Equipment Lease Agreement (GATX Trust No. 2013-1A), dated as of October 15, 2013, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

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

400 railcars: GATX 213608 – GATX 213857 and DGHX 080024 - DGHX 080149.

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

Memorandum of Equipment Lease Agreement (GATX Trust No. 2013-1A).

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,

Edward M. Luria

EML/sem
Enclosures

RECORDATION NO 30944 FILD
October 17, 2013 07:00 AM
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT (GATX TRUST NO. 2013-1A)

THIS MEMORANDUM OF EQUIPMENT LEASE AGREEMENT (GATX TRUST NO. 2013-1A) made and entered into on October 15, 2013 (this "**Memorandum**") 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 undersigned have entered into that certain Equipment Lease Agreement (GATX Trust No. 2013-1A) (the "**Lease Agreement**"), dated as of October 15, 2013, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor assorted railroad cars (collectively, "**Equipment**"), described in the Memorandum of Lease Supplement No. 1 to Equipment Lease Agreement (GATX Trust No. 2013-1A), dated as of October 15, 2013 which is being filed with the Surface Transportation Board concurrently herewith.

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 11th day of October, 2013 before me personally appeared **Kathy L. Mitchell**, to me personally known, who being duly sworn, says that she/he 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 11th 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/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

OFFICIAL SEAL
LISA M. IBARRA
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES: 09-08-14

Lisa M. Ibarra
Notary Public

My commission expires:_____

EXHIBIT A

Car Number - Operating	Basic Group
GATX213608	C
GATX213609	C
GATX213610	C
GATX213611	C
GATX213612	C
GATX213613	C
GATX213614	C
GATX213615	C
GATX213616	C
GATX213617	C
GATX213618	C
GATX213619	C
GATX213620	C
GATX213621	C
GATX213622	C
GATX213623	C
GATX213624	C
GATX213625	C
GATX213626	C
GATX213627	C
GATX213628	C
GATX213629	C
GATX213630	C
GATX213631	C
GATX213632	C
GATX213633	C
GATX213634	C
GATX213635	C
GATX213636	C
GATX213637	C
GATX213638	C
GATX213639	C
GATX213640	C
GATX213641	C
GATX213642	C
GATX213643	C
GATX213644	C
GATX213645	C
GATX213646	C
GATX213647	C
GATX213648	C
GATX213649	C
GATX213650	C

Car Number - Operating	Basic Group
GATX213651	C
GATX213652	C
GATX213653	C
GATX213654	C
GATX213655	C
GATX213656	C
GATX213657	C
GATX213658	C
GATX213659	C
GATX213660	C
GATX213661	C
GATX213662	C
GATX213663	C
GATX213664	C
GATX213665	C
GATX213666	C
GATX213667	C
GATX213668	C
GATX213669	C
GATX213670	C
GATX213671	C
GATX213672	C
GATX213673	C
GATX213674	C
GATX213675	C
GATX213676	C
GATX213677	C
GATX213678	C
GATX213679	C
GATX213680	C
GATX213681	C
GATX213682	C
GATX213683	C
GATX213684	C
GATX213685	C
GATX213686	C
GATX213687	C
GATX213688	C
GATX213689	C
GATX213690	C
GATX213691	C
GATX213692	C
GATX213693	C
GATX213694	C
GATX213695	C

Car Number - Operating	Basic Group
GATX213696	C
GATX213697	C
GATX213698	C
GATX213699	C
GATX213700	C
GATX213701	C
GATX213702	C
GATX213703	C
GATX213704	C
GATX213705	C
GATX213706	C
GATX213707	C
GATX213708	C
GATX213709	C
GATX213710	C
GATX213711	C
GATX213712	C
GATX213713	C
GATX213714	C
GATX213715	C
GATX213716	C
GATX213717	C
GATX213718	C
GATX213719	C
GATX213720	C
GATX213721	C
GATX213722	C
GATX213723	C
GATX213724	C
GATX213725	C
GATX213726	C
GATX213727	C
GATX213728	C
GATX213729	C
GATX213730	C
GATX213731	C
GATX213732	C
GATX213733	C
GATX213734	C
GATX213735	C
GATX213736	C
GATX213737	C
GATX213738	C
GATX213739	C
GATX213740	C

Car Number - Operating	Basic Group
GATX213741	C
GATX213742	C
GATX213743	C
GATX213744	C
GATX213745	C
GATX213746	C
GATX213747	C
GATX213748	C
GATX213749	C
GATX213750	C
GATX213751	C
GATX213752	C
GATX213753	C
GATX213754	C
GATX213755	C
GATX213756	C
GATX213757	C
GATX213758	C
GATX213759	C
GATX213760	C
GATX213761	C
GATX213762	C
GATX213763	C
GATX213764	C
GATX213765	C
GATX213766	C
GATX213767	C
GATX213768	C
GATX213769	C
GATX213770	C
GATX213771	C
GATX213772	C
GATX213773	C
GATX213774	C
GATX213775	C
GATX213776	C
GATX213777	C
GATX213778	C
GATX213779	C
GATX213780	C
GATX213781	C
GATX213782	C
GATX213783	C
GATX213784	C
GATX213785	C

Car Number - Operating	Basic Group
GATX213786	C
GATX213787	C
GATX213788	C
GATX213789	C
GATX213790	C
GATX213791	C
GATX213792	C
GATX213793	C
GATX213794	C
GATX213795	C
GATX213796	C
GATX213797	C
GATX213798	C
GATX213799	C
GATX213800	C
GATX213801	C
GATX213802	C
GATX213803	C
GATX213804	C
GATX213805	C
GATX213806	C
GATX213807	C
GATX213808	C
GATX213809	C
GATX213810	C
GATX213811	C
GATX213812	C
GATX213813	C
GATX213814	C
GATX213815	C
GATX213816	C
GATX213817	C
GATX213818	C
GATX213819	C
GATX213820	C
GATX213821	C
GATX213822	C
GATX213823	C
GATX213824	C
GATX213825	C
GATX213826	C
GATX213827	C
GATX213828	C
GATX213829	C
GATX213830	C

Car Number - Operating	Basic Group
GATX213831	C
GATX213832	C
GATX213833	C
GATX213834	C
GATX213835	C
GATX213836	C
GATX213837	C
GATX213838	C
GATX213839	C
GATX213840	C
GATX213841	C
GATX213842	C
GATX213843	C
GATX213844	C
GATX213845	C
GATX213846	C
GATX213847	C
GATX213848	C
GATX213849	C
GATX213850	C
GATX213851	C
GATX213852	C
GATX213853	C
GATX213854	C
GATX213855	C
GATX213856	C
GATX213857	C
DGHX080000	D
DGHX080001	D
DGHX080002	D
DGHX080003	D
DGHX080004	D
DGHX080005	D
DGHX080006	D
DGHX080007	D
DGHX080008	D
DGHX080009	D
DGHX080010	D
DGHX080011	D
DGHX080012	D
DGHX080013	D
DGHX080014	D
DGHX080015	D
DGHX080016	D
DGHX080017	D

Car Number - Operating	Basic Group
DGHX080018	D
DGHX080019	D
DGHX080020	D
DGHX080021	D
DGHX080022	D
DGHX080023	D
DGHX080024	D
DGHX080025	D
DGHX080026	D
DGHX080027	D
DGHX080028	D
DGHX080029	D
DGHX080030	D
DGHX080031	D
DGHX080032	D
DGHX080033	D
DGHX080034	D
DGHX080035	D
DGHX080036	D
DGHX080037	D
DGHX080038	D
DGHX080039	D
DGHX080040	D
DGHX080041	D
DGHX080042	D
DGHX080043	D
DGHX080044	D
DGHX080045	D
DGHX080046	D
DGHX080047	D
DGHX080048	D
DGHX080049	D
DGHX080050	D
DGHX080051	D
DGHX080052	D
DGHX080053	D
DGHX080054	D
DGHX080055	D
DGHX080056	D
DGHX080057	D
DGHX080058	D
DGHX080059	D
DGHX080060	D
DGHX080061	D
DGHX080062	D

Car Number - Operating	Basic Group
DGHX080063	D
DGHX080064	D
DGHX080065	D
DGHX080066	D
DGHX080067	D
DGHX080068	D
DGHX080069	D
DGHX080070	D
DGHX080071	D
DGHX080072	D
DGHX080073	D
DGHX080074	D
DGHX080075	D
DGHX080076	D
DGHX080077	D
DGHX080078	D
DGHX080079	D
DGHX080080	D
DGHX080081	D
DGHX080082	D
DGHX080083	D
DGHX080084	D
DGHX080085	D
DGHX080086	D
DGHX080087	D
DGHX080088	D
DGHX080089	D
DGHX080090	D
DGHX080091	D
DGHX080092	D
DGHX080093	D
DGHX080094	D
DGHX080095	D
DGHX080096	D
DGHX080097	D
DGHX080098	D
DGHX080099	D
DGHX080100	D
DGHX080101	D
DGHX080102	D
DGHX080103	D
DGHX080104	D
DGHX080105	D
DGHX080106	D
DGHX080107	D

Car Number - Operating	Basic Group
DGHX080108	D
DGHX080109	D
DGHX080110	D
DGHX080111	D
DGHX080112	D
DGHX080113	D
DGHX080114	D
DGHX080115	D
DGHX080116	D
DGHX080117	D
DGHX080118	D
DGHX080119	D
DGHX080120	D
DGHX080121	D
DGHX080122	D
DGHX080123	D
DGHX080124	D
DGHX080125	D
DGHX080126	D
DGHX080127	D
DGHX080128	D
DGHX080129	D
DGHX080130	D
DGHX080131	D
DGHX080132	D
DGHX080133	D
DGHX080134	D
DGHX080135	D
DGHX080136	D
DGHX080137	D
DGHX080138	D
DGHX080139	D
DGHX080140	D
DGHX080141	D
DGHX080142	D
DGHX080143	D
DGHX080144	D
DGHX080145	D
DGHX080146	D
DGHX080147	D
DGHX080148	D
DGHX080149	D

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: 10/15/13

Edward M Luria

Edward M. Luria