

RECORDATION NO 25514-V FILED
November 25, 2013 02:30 PM
SURFACE TRANSPORTATION BOARD

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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. 2005-1C

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination of Trust Indenture (GATX Trust No. 2005-1C), 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 with the Board under Recordation Number 25514-B and 25514-C.

The name and address of the party to the enclosed document are:

Owner Trustee: Wells Fargo Bank Northwest, National
Association
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111

Indenture Trustee: U.S. Bank National Association
Goodwin Square
225 Asylum Street, 23rd Floor
Hartford, CT 06103

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

100 railcars: GATX 032991 – GATX 033000, GATX 202251, GATX 202252 and GATX 203715 and within the series GATX 200201 – GATX 200267, GATX 200883 – GATX 200922, GATX 201623 – GATX 201775 as more particularly set forth in the attachment to the document.

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

Partial Termination of Trust Indenture (GATX Trust No. 2005-1C).

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

PARTIAL TERMINATION OF TRUST INDENTURE
(GATX TRUST NO. 2005-1C)

THIS PARTIAL TERMINATION OF TRUST INDENTURE (“Termination”) dated as of November 25, 2013 between **WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION**, not in its individual capacity, but solely as owner trustee (the “**Owner Trustee**”) and **U.S. BANK NATIONAL ASSOCIATION**, as indenture trustee (the “**Indenture Trustee**”) and together with the Owner Trustee, the “**Parties**”). Capitalized terms used in this Termination and not otherwise defined herein shall have the meanings (by cross-reference or otherwise) in the Indenture (as defined below).

WHEREAS, the Owner Trustee and the Indenture Trustee are parties to that certain Trust Indenture and Security Agreement (GATX Trust No. 2005-1C) dated as of March 23, 2005, as supplemented by Trust Indenture Supplement No. 1 (GATX Trust No. 2005-1C) dated March 23, 2005 (“**Indenture Supplement No. 1**”) (as further amended, modified and supplemented from time to time, the “**Indenture**”);

WHEREAS, the Owner Trustee and the Indenture Trustee are parties to that certain Memorandum of Trust Indenture and Security Agreement (GATX Trust No. 2005-1C), dated as of March 23, 2005, copies of which were recorded with (i) the Surface Transportation Board (the “**STB**”) on March 23, 2005 at 11:48 a.m. and assigned recordation number 25514-B and (ii) the Registrar General of Canada (the “**RGC**”) on March 23, 2005;

WHEREAS, the Owner Trustee is party to that certain Memorandum of Trust Indenture and Security Agreement Supplement No. 1 (GATX Trust No. 2005-1C), dated as of March 23, 2005, copies of which were recorded with (i) the STB on March 23, 2005 at 11:51 a.m. and assigned recordation number 25514-C and (ii) the RGC on March 23, 2005; and

WHEREAS, the Owner Trustee and the Indenture Trustee now desire to terminate and cancel the Indenture Trustee’s security interest in and mortgage lien upon all right, title and interest of the Owner Trustee in and to certain railroad equipment listed on Exhibit A attached hereto (the “**Relevant Units**”).

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties, intending to be legally bound, agree as follows:

1. The Indenture Trustee hereby terminates, releases and cancels the Indenture Trustee’s security interest in and mortgage lien upon all right, title and interest of the Owner Trustee in and to the Relevant Units, effective as of the date of this Termination (the “**Effective Date**”) in accordance with the terms and conditions of the Indenture, and the Parties hereby agree that no rights, duties or liabilities under the Indenture in relation to the Relevant Units shall survive such termination and cancellation of the Indenture Trustee’s security interest in and mortgage lien upon all right, title and interest of the Owner Trustee in and to the Relevant Units, except with respect to indemnities, liabilities and obligations under the Indenture occurring on or prior to the Effective Date which expressly survive the termination of the Indenture.

2. The Parties agree to file this Termination with the STB and RGC so as to release any security interest in and mortgage lien created by or arising out of the Indenture with respect to the Relevant Units.

3. This Termination may be executed in any number of counterparts, each executed counterpart constituting an original but all together constituting only one and the same agreement.

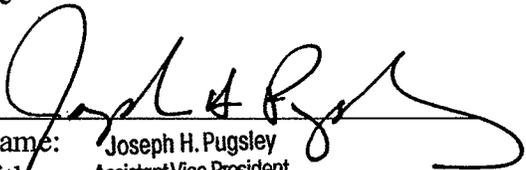
4. This Termination shall be governed by and construed in accordance with the laws of the State of New York (including without limitation Section 5-1401 of the General Obligations Law of the State of New York), without regard to conflicts of laws principles.

5. U.S. Bank National Association is executing this Termination solely in its capacity as Indenture Trustee under the Indenture and not in its individual capacity and in no case shall U.S. Bank National Association be personally liable for or on account of any of the statements, representations, warranties, covenants or obligations stated to be those of the Indenture Trustee hereunder.

* * *

IN WITNESS WHEREOF, the Parties have each caused this Termination to be duly executed and delivered by their respective duly authorized officers as of the date and year set forth below.

**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

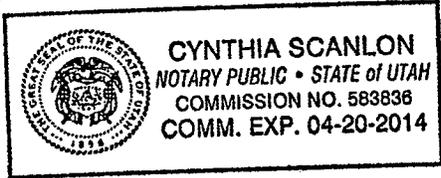
U.S. BANK NATIONAL ASSOCIATION,
as indenture trustee

By: _____
Name:
Title:

STATE OF UTAH)
)
COUNTY OF SALT LAKE) SS:

On this, the 25th day of November, 2013, before me, a Notary Public in and for said County and State, personally appeared Joseph H. Pugsley, who being by me duly sworn, says that (s)he is the Asst. Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION (the "Company"), that said instrument was signed on November 25, 2013 on behalf of the Company, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of the Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



(SEAL)

Cynthia Scanlon
Name: Cynthia Scanlon
Notary Public
My Commission Expires: 04/20/2014
Residing in Salt Lake County, UT.

IN WITNESS WHEREOF, the Parties have each caused this Termination to be duly executed and delivered by their respective duly authorized officers as of the date and year set forth below.

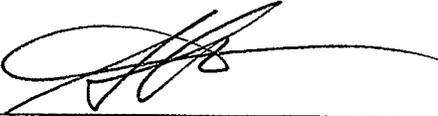
**WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION**, not in its
individual capacity, but solely as owner
trustee

By: _____

Name:

Title:

U.S. BANK NATIONAL ASSOCIATION,
as indenture trustee

By:  _____

Name:

Arthur L. Blakeslee

Title:

Vice President

STATE OF CONNECTICUT)
)
) SS:
COUNTY OF HARTFORD)

On this, the 27th day of November, 2013, before me, a Notary Public in and for said County and State, personally appeared Arthur L. Blawie, who being by me duly sworn, says that (s)he is the Vice President of U.S. BANK NATIONAL ASSOCIATION (the "Company"), that said instrument was signed on November 27, 2013 on behalf of the Company, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of the Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Susan P. McNally
Name:
Notary Public
My Commission Expires:
Residing in Vernon, CT

(SEAL)

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

**EXHIBIT A
RELEVANT UNITS**

	Car Operating Number	Built Year
1	GATX032991	2003
2	GATX032992	2003
3	GATX032993	2003
4	GATX032994	2003
5	GATX032995	2003
6	GATX032996	2003
7	GATX032997	2003
8	GATX032998	2003
9	GATX032999	2003
10	GATX033000	2003
11	GATX200201	2003
12	GATX200202	2003
13	GATX200203	2003
14	GATX200204	2003
15	GATX200205	2003
16	GATX200206	2003
17	GATX200207	2003
18	GATX200209	2003
19	GATX200210	2003
20	GATX200211	2003
21	GATX200212	2003
22	GATX200213	2003
23	GATX200214	2003
24	GATX200215	2003
25	GATX200216	2003
26	GATX200217	2003
27	GATX200218	2003
28	GATX200219	2003
29	GATX200220	2003
30	GATX200221	2003
31	GATX200222	2003
32	GATX200228	2003
33	GATX200230	2003
34	GATX200231	2003
35	GATX200236	2003
36	GATX200237	2003
37	GATX200238	2003
38	GATX200239	2003
39	GATX200240	2003
40	GATX200241	2003

[Termination of Trust Indenture]

	Car Operating Number	Built Year
41	GATX200242	2003
42	GATX200243	2003
43	GATX200245	2003
44	GATX200246	2003
45	GATX200247	2003
46	GATX200248	2003
47	GATX200249	2003
48	GATX200250	2003
49	GATX200251	2003
50	GATX200252	2003
51	GATX200253	2003
52	GATX200255	2003
53	GATX200256	2003
54	GATX200257	2003
55	GATX200258	2003
56	GATX200259	2003
57	GATX200260	2003
58	GATX200261	2003
59	GATX200262	2003
60	GATX200263	2003
61	GATX200264	2003
62	GATX200265	2003
63	GATX200266	2003
64	GATX200267	2003
65	GATX200883	2004
66	GATX200884	2004
67	GATX200885	2004
68	GATX200888	2004
69	GATX200891	2004
70	GATX200892	2004
71	GATX200893	2004
72	GATX200898	2004
73	GATX200903	2004
74	GATX200905	2004
75	GATX200911	2004
76	GATX200912	2004
77	GATX200914	2004
78	GATX200916	2004
79	GATX200917	2004
80	GATX200919	2004
81	GATX200920	2004
82	GATX200922	2004
83	GATX201623	2004

[Termination of Trust Indenture]

	Car Operating Number	Built Year
84	GATX201625	2004
85	GATX201629	2004
86	GATX201634	2004
87	GATX201636	2004
88	GATX201639	2004
89	GATX201646	2004
90	GATX201652	2004
91	GATX201657	2004
92	GATX201658	2004
93	GATX201662	2004
94	GATX201665	2004
95	GATX201754	2004
96	GATX201771	2004
97	GATX201775	2004
98	GATX202251	2004
99	GATX202252	2004
100	GATX203715	2005

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