

RECORDATION NO 25513-W 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. 2005-1B

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. 2005-1B), 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 document previously filed under Recordation Number 25513.

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

Lessor:	Wells Fargo Bank Northwest, National Association 299 South Main Street, 12 th 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
Page 2

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

23 railcars: GATX 002559 –GATX 002571, GATX 033074, GATX 200413, GATX 200414, GATX 200445, GATX 201667, GATX 201668, GATX 201671, GATX 201674, GATX201675 and GATX 201676.

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

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

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

EMU/sem
Enclosures

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

THIS MEMORANDUM OF LEASE SUPPLEMENT NO. 7 TO EQUIPMENT LEASE AGREEMENT (GATX TRUST NO. 2005-1B) 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. 2005-1B), dated as of March 23, 2005 (as amended, modified and supplemented from time to time, the “**Lease Agreement**”), a memorandum of which is being filed with the Surface Transportation Board at 11:29 a.m. on March 23, 2005 and assigned recordation number 25513.

The Lessor and the Lessee have entered into that certain Lease Supplement No. 7 to Equipment Lease Agreement (GATX Trust No. 2005-1B), 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.

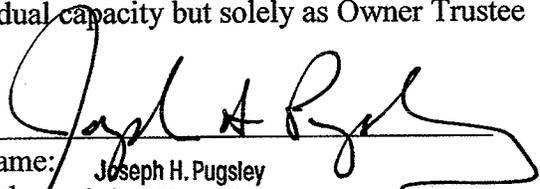
For the purposes of facilitating the execution of this memorandum, this memorandum may be executed simultaneously in any number of counterparts, each of which counterparts shall be deemed to be an original, and all of which counterparts shall constitute but one and the same instrument.

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

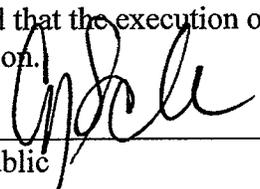
By: 
Name: Joseph H. Pugsley
Title: Assistant Vice President

GATX CORPORATION

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

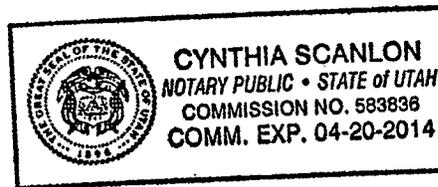
STATE OF UTAH)
)
COUNTY OF SALT LAKE)

On this 07 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

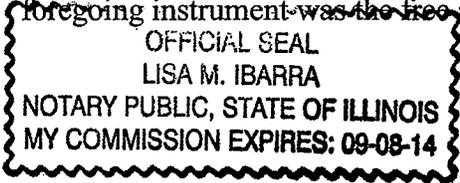
By:  _____

Name: Eric D. Harkness

Title: Vice President, Treasurer and Chief
Risk Officer

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 25 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	GATX200413	2003	VI
2	GATX200414	2003	VI
3	GATX200445	2003	VI
4	GATX201667	2004	VI
5	GATX201668	2004	VI
6	GATX201671	2004	VI
7	GATX201674	2004	VI
8	GATX201675	2004	VI
9	GATX201676	2004	VI
10	GATX002559	2003	VII
11	GATX002560	2003	VII
12	GATX002561	2003	VII
13	GATX002562	2003	VII
14	GATX002563	2003	VII
15	GATX002564	2003	VII
16	GATX002565	2003	VII
17	GATX002566	2003	VII
18	GATX002567	2003	VII
19	GATX002568	2003	VII
20	GATX002569	2003	VII
21	GATX002570	2003	VII
22	GATX002571	2003	VII
23	GATX033074	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