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

July 1, 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 Equipment Lease Agreement (GATX Trust No. 2016-1C), 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:

Owner Trustee/ Lessor:	U.S. Bank National Association Goodwin Square 225 Asylum Street, 23 rd Floor Hartford, CT 06103
Lessee:	GATX Corporation 222 West Adams Street Chicago, IL 60606

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

132 railcars within the series GATX 217567 – GATX 220669 as more particularly set forth on the attachment to the document.

Section Chief
July 1, 2016
Page 2

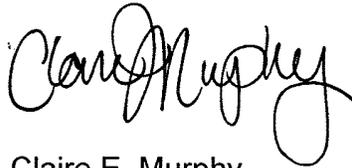
A short summary of the document to appear in the index is:

Memorandum of Equipment Lease Agreement (GATX Trust No. 2016-1C).

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 "M".

Claire E. Murphy

CEM
Enclosures

**MEMORANDUM OF EQUIPMENT LEASE AGREEMENT
(GATX TRUST NO. 2016-1C)**

THIS MEMORANDUM OF EQUIPMENT LEASE AGREEMENT (GATX TRUST NO. 2016-1C) made and entered into on July 1, 2016 (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. 2016-1C) (the “**Lease Agreement**”), dated as of July 1, 2016, 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. 2016-1C), dated as of July 1, 2016 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

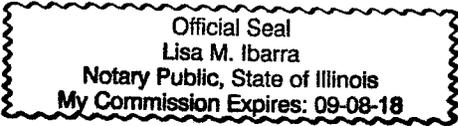
By: _____
Name:
Title

GATX CORPORATION

By: EDH
Name: Eric D. Harkness
Title: V.P., Treasurer and Chief
Risk Officer

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On, this 24th day of June, 2016 before me personally appeared Eric D. Harkness, to me personally known, who being duly sworn, says that he is the V.P. 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.

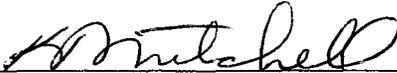


Lisa M. Ibarra
Notary Public

My commission expires: _____

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:
Title:

STATE OF CONNECTICUT)

COUNTY OF HARTFORD)

On this 21st day of June, 2016 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, State of Connecticut
My Commission Expires March 31, 2020

Susan P. McNally
Notary Public

My commission expires: _____

EXHIBIT A

Car Number - Operating	Basic Group
GATX217567	B
GATX217568	B
GATX217569	B
GATX217570	B
GATX217571	B
GATX217572	B
GATX217573	B
GATX217574	B
GATX217575	B
GATX217576	B
GATX217577	B
GATX217578	B
GATX217579	B
GATX217580	B
GATX217581	B
GATX217582	B
GATX217583	B
GATX217584	B
GATX217585	B
GATX217586	B
GATX217587	B
GATX217588	B
GATX217589	B
GATX217590	B
GATX217591	B
GATX217592	B
GATX217593	B
GATX217594	B
GATX217595	B
GATX217596	B
GATX217597	B
GATX217598	B
GATX217599	B
GATX217600	B
GATX217601	B
GATX217602	B
GATX217603	B
GATX217604	B
GATX217605	B
GATX217606	B
GATX217607	B
GATX217608	B
GATX217609	B

Car Number - Operating	Basic Group
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GATX217610	B
GATX217611	B
GATX217612	B
GATX217613	B
GATX217614	B
GATX217615	B
GATX217616	B
GATX217617	B
GATX217618	B
GATX217619	B
GATX217620	B
GATX217621	B
GATX217622	B
GATX217623	B
GATX217624	B
GATX217625	B
GATX217626	B
GATX217627	B
GATX217628	B
GATX217629	B
GATX217630	B
GATX217631	B
GATX217632	B
GATX217633	B
GATX217634	B
GATX217635	B
GATX217636	B
GATX217637	B
GATX217638	B
GATX217639	B
GATX217640	B
GATX217641	B
GATX217642	B
GATX217643	B
GATX217644	B
GATX217645	B
GATX217646	B
GATX217647	B
GATX217648	B
GATX217649	B
GATX217650	B
GATX217651	B
GATX217652	B
GATX217653	B
GATX217654	B

Car Number - Operating	Basic Group
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GATX217655	B
GATX217656	B
GATX217657	B
GATX217658	B
GATX217659	B
GATX217660	B
GATX217661	B
GATX217662	B
GATX217663	B
GATX217664	B
GATX217665	B
GATX217666	B
GATX220638	B
GATX220639	B
GATX220640	B
GATX220641	B
GATX220642	B
GATX220643	B
GATX220644	B
GATX220645	B
GATX220646	B
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GATX220662	B
GATX220663	B
GATX220664	B
GATX220665	B
GATX220666	B
GATX220667	B
GATX220668	B
GATX220669	B

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: July 1, 2016



Claire E. Murphy