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March 31, 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 Lease Supplement No. 3 (GATX Trust No. 2012-1B), dated as of March 22, 2016, 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 30408.

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:

1 railcar ADDED: GACX 015528.

Section Chief  
March 31, 2016  
Page 2

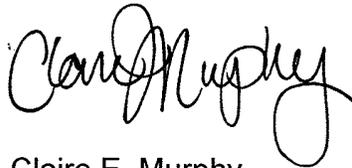
A short summary of the document to appear in the index is:

Lease Supplement No. 3 (GATX Trust No. 2012-1B).

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

**LEASE SUPPLEMENT NO. 3  
(GATX Trust No. 2012-1B)**

This Lease Supplement No. 3 (this "Lease Supplement"), dated as of March 22, 2016, between U.S. Bank National Association, not in its individual capacity, but solely as Owner Trustee under the Trust Agreement ("Lessor"), and GATX Corporation, a New York corporation, ("Lessee");

WITNESSETH:

Lessor and Lessee have heretofore entered into that certain Equipment Lease Agreement (GATX Trust No. 2012-1B), dated as of September 28, 2012 (the "Lease"). The terms used herein are used with the meanings specified in the Lease.

The Lease provides for the execution and delivery of one or more Lease Supplements substantially in the form hereof for, among other things, the purpose of particularly describing the Replacement Unit to be leased to the Lessee in substitution for damaged or destroyed equipment previously leased to Lessee.

Now, therefore, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, Lessor and Lessee hereby agree as follows:

1. Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease as herein supplemented, the Unit described in Schedule 1 hereto.
2. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein.
3. To the extent that this Lease Supplement constitutes chattel paper (as each term is defined in the Uniform Commercial Code), no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart hereof other than the counterpart bearing the receipt therefor executed by the Lessor or the signature page hereof, which counterpart shall constitute the only "original" hereof for purposes of the Uniform Commercial Code.
4. This Lease Supplement shall be governed by and construed in accordance with the internal laws and decisions of the State of New York, *provided, however*, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or regulation.
5. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

Lessor:

U.S. Bank National Association, not in its individual capacity,  
but solely as Owner Trustee

By:  \_\_\_\_\_

Name: Kathy L. Mitchell  
Title: Vice President

Lessee:

GATX Corporation

By:  \_\_\_\_\_

Name: William M. Muckian  
Title: Senior Vice President, Controller &  
Chief Accounting Officer

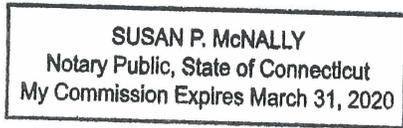
State of Connecticut )  
 ) SS  
County of Hartford )

On this 24<sup>th</sup> day of March, 2016, before me personally appeared Kathy L. Mitchell, to me personally known, who being by me duly sworn, says that he/she is a Vice President of U.S. Bank National Association, that said instrument was signed on such date 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.

Susan P. McNally  
Notary Public

[Notarial Seal]

My commission expires:



State of Illinois )  
 ) SS  
County of Cook )

On this 22<sup>ND</sup> day of MARCH, 2016 before me personally appeared William M. Muckian, to me personally known, who being by me duly sworn, says that he is Senior Vice President, Controller & Chief Accounting Officer of GATX Corporation, a New York Corporation, that said instrument was signed on such date 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.

Patricia Lodge  
Notary Public Patricia Lodge

[Notarial Seal]

My commission expires: 02-01-2019



**SCHEDULE 1**

GACX 015528

**CERTIFICATION**

I, Claire E. Murphy, an attorney licensed to practice in 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: March 31, 2016

  
\_\_\_\_\_  
Claire E. Murphy