

January 04, 2016 12:25 PM

SURFACE TRANSPORTATION BOARD

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

January 4, 2016

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

GATC Trust 94-1

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Cancellation and Termination of Lease (GATC Trust No. 94-1), dated as of January 2, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (GATC Trust No. 94-1) and related documents previously filed with the Commission and the Board under Recordation Number 18934.

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

Owner Trustee: U.S. Bank National Association (successor to  
State Street Bank and Trust Company)  
225 Franklin Street  
Boston, MA 02101

Lessee: GATX Corporation (successor to GATX  
Financial Corporation)  
222 West Adams Street  
Chicago, IL 60606

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

Section Chief  
January 4, 2016  
Page 2

All railroad equipment covered by the Equipment Lease Agreement (GATC Trust No. 94-1) filed under Rec. No. 18934-A, as amended and supplemented by related documents, is hereby TERMINATED.

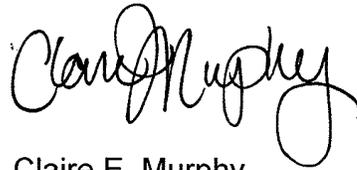
A short summary of the document to appear in the index is:

Cancellation and Termination of Lease (GATC Trust No. 94-1).

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

**CANCELLATION AND TERMINATION OF LEASE**  
**(GATC TRUST NO. 94-1)**

**THIS CANCELLATION AND TERMINATION OF LEASE** (“**Cancellation**”) dated January 2, 2016 is between **U.S. BANK NATIONAL ASSOCIATION** (successor in interest to State Street Bank and Trust Company), not in its individual capacity, but solely as owner trustee (the “**Lessor**”) and **GATX CORPORATION** (formerly known as General American Transportation Corporation) (the “**Lessee**” and together with the Lessor, the “**Parties**”). Capitalized terms used in this Cancellation and not otherwise defined herein shall have the meanings (by cross-reference or otherwise) in the Lease (as defined below).

**WHEREAS**, the Lessor and the Lessee are parties to that certain Equipment Lease Agreement (GATC Trust No. 94-1) dated as of August 9, 1994, as amended by that First Amendment to Equipment Lease Agreement (GATC Trust No. 94-1) dated as of July 1, 2008 (the “**Lease Amendment**”) (as further amended, modified and supplemented from time to time, the “**Lease**”);

**WHEREAS**, the Lease was recorded with the Surface Transportation Board (the “**STB**”) on August 9, 1994 at 10:50 a.m. and assigned recordation number 18934-A and with the Registrar General of Canada (the “**RGC**”) on August 9, 1994;

**WHEREAS**, the Memorandum of First Amendment to Equipment Lease Agreement Amendment (GATC Trust No. 94-1) was recorded with the STB on June 30, 2008 at 11:00 a.m. and assigned recordation number 18934-DDD and with the RGC on June 30, 2008; and

**WHEREAS**, the Parties now desire to cancel and terminate the Lease pursuant to Section 22.1 thereof.

**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 Lease, including, but not limited to, the Equipment listed on Exhibit I hereto, has been cancelled and terminated effective as of the date of this Cancellation (the “**Effective Date**”) in accordance with the terms and conditions of the Lease, and the Parties hereby agree that no rights, duties or liabilities under the Lease in relation to the respective interests therein of the Parties shall survive such cancellation, except with respect to indemnities, liabilities and obligations under the Lease which expressly survive the termination of the Lease.

2. The Parties agree that the Lessee will file this Cancellation with the STB and the RGC so as to release any interest created by or arising out of the Lease.

3. This Cancellation 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 Cancellation shall be governed by and construed in accordance with the laws of the State of New York.

[Cancellation and Termination of Lease (GATC Trust No. 94-1)]

5. It is expressly understood and agreed that (a) this Cancellation is executed and delivered by U.S. Bank National Association, not individually or personally but solely as Owner Trustee, (b) any representation, undertaking or agreement herein made on the part of the Lessor is made and intended not as a representation, undertaking and agreement by U.S. Bank National Association in its individual capacity and (c) under no circumstances shall U.S. Bank National Association be liable in its individual capacity for the payment of any indebtedness or expenses of Lessor or be liable for the breach or failure of any obligation, representation, warranty or covenant made or undertaken by Lessor hereunder.

\* \* \*

[Cancellation and Termination of Lease (GATC Trust No. 94-1)]

**IN WITNESS WHEREOF**, the Parties have each caused this Cancellation to be duly executed and delivered as of the date first above written.

**GATX CORPORATION**, as Lessee

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

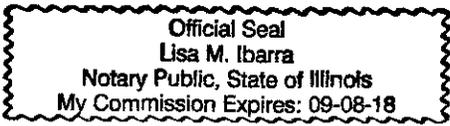
**U.S. BANK NATIONAL ASSOCIATION**,  
not in its individual capacity, but solely as  
owner trustee, as Lessor

By: \_\_\_\_\_  
Name:  
Title:

[Cancellation and Termination of Lease (GATC Trust No. 94-1)]

STATE OF ILLINOIS )  
 ) SS.:  
COUNTY OF COOK )

On this 28<sup>th</sup> day of December, 2015 before me personally appeared Eric D. Harkness, to me personally known, who, by me being duly sworn, says that he is Vice President, Treasurer and Chief Risk Officer of GATX CORPORATION, and that the foregoing instrument was signed on behalf of said company, 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 company.



Lisa M. Ibarra  
Notary Public

My commission expires

[Cancellation and Termination of Lease (GATC Trust No. 94-1)]

**IN WITNESS WHEREOF**, the Parties have each caused this Cancellation to be duly executed and delivered as of the date first above written.

**GATX CORPORATION**, as Lessee

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

Name: Eric D. Harkness

Title: Vice President, Treasurer and  
Chief Risk Officer

**U.S. BANK NATIONAL ASSOCIATION**,  
not in its individual capacity, but solely as  
owner trustee, as Lessor

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

Name: Alison D. B. Madeau  
Title: Vice President



**EXHIBIT I**

**EQUIPMENT**

<b>Financier Equipment Pool Group</b>	<b>GATX Reporting Marks</b>
GATC 1994-1 I-A	GACX057243
GATC 1994-1 I-A	GACX057237
GATC 1994-1 I-A	GACX057260
GATC 1994-1 I-A	GACX057257
GATC 1994-1 I-A	GACX057255
GATC 1994-1 I-A	GACX057254
GATC 1994-1 I-A	GACX057252
GATC 1994-1 I-A	GACX057251
GATC 1994-1 I-A	GACX057249
GATC 1994-1 I-A	GACX057248
GATC 1994-1 I-A	GACX057247
GATC 1994-1 I-A	GACX057246
GATC 1994-1 I-A	GACX057244
GATC 1994-1 I-A	GACX057242
GATC 1994-1 I-A	GACX057241
GATC 1994-1 I-A	GACX057240
GATC 1994-1 I-A	GACX057239
GATC 1994-1 I-A	GACX057238
GATC 1994-1 I-A	GACX057236
GATC 1994-1 I-A	GACX057235
GATC 1994-1 I-A	GACX057232
GATC 1994-1 I-A	GACX057230
GATC 1994-1 I-A	GACX057229
GATC 1994-1 I-A	GACX057228
GATC 1994-1 I-A	GACX057227
GATC 1994-1 I-A	GACX057226
GATC 1994-1 I-A	GACX057225
GATC 1994-1 I-A	GACX057222
GATC 1994-1 I-A	GACX057221
GATC 1994-1 I-A	GACX057220
GATC 1994-1 I-A	GACX057219
GATC 1994-1 I-A	GACX057218
GATC 1994-1 I-A	GACX057216
GATC 1994-1 I-A	GACX057215
GATC 1994-1 I-A	GACX057214
GATC 1994-1 I-A	GACX057212
GATC 1994-1 I-A	GACX057211
GATC 1994-1 I-A	GACX057172
GATC 1994-1 I-A	GACX057171
GATC 1994-1 I-A	GACX057170

[Cancellation and Termination of Lease (GATC Trust No. 94-1)]

<b>Financier Equipment Pool Group</b>	<b>GATX Reporting Marks</b>
GATC 1994-1 I-A	GACX057169
GATC 1994-1 I-A	GACX057168
GATC 1994-1 I-A	GACX057167
GATC 1994-1 I-A	GACX057166
GATC 1994-1 I-A	GACX057163
GATC 1994-1 I-A	GACX057162
GATC 1994-1 I-A	GACX057161
GATC 1994-1 I-A	GACX057155
GATC 1994-1 I-A	GACX057154
GATC 1994-1 I-B	GPFX010833
GATC 1994-1 I-B	GPFX010831
GATC 1994-1 I-B	GPFX010829
GATC 1994-1 I-B	GPFX010827
GATC 1994-1 I-B	GPFX010825
GATC 1994-1 I-B	GPFX010734
GATC 1994-1 I-B	GPFX010732
GATC 1994-1 I-B	GPFX010730
GATC 1994-1 I-B	GPFX010728
GATC 1994-1 I-B	GPFX010726
GATC 1994-1 I-B	GPFX010549
GATC 1994-1 I-B	GPFX010548
GATC 1994-1 I-B	GPFX010547
GATC 1994-1 I-B	GPFX010546
GATC 1994-1 I-B	GPFX010545
GATC 1994-1 I-B	GPFX010544
GATC 1994-1 I-B	GPFX010543
GATC 1994-1 I-B	GPFX010542
GATC 1994-1 I-B	GPFX010541
GATC 1994-1 I-B	GPFX010540
GATC 1994-1 I-B	GPFX010539
GATC 1994-1 I-B	GPFX010538
GATC 1994-1 I-B	GPFX010537
GATC 1994-1 I-B	GPFX010536
GATC 1994-1 I-B	GPFX010535
GATC 1994-1 I-B	GPFX010534
GATC 1994-1 I-B	GPFX010533
GATC 1994-1 I-B	GPFX010532
GATC 1994-1 I-B	GPFX010531
GATC 1994-1 I-B	GPFX010530
GATC 1994-1 I-B	GPFX010529
GATC 1994-1 I-B	GPFX010528
GATC 1994-1 I-B	GPFX010527
GATC 1994-1 I-B	GPFX010526
GATC 1994-1 I-B	GPFX010525

[Cancellation and Termination of Lease (GATC Trust No. 94-1)]

<b>Financier Equipment Pool Group</b>	<b>GATX Reporting Marks</b>
GATC 1994-1 I-B	GPFX010524
GATC 1994-1 I-B	GPFX010523
GATC 1994-1 I-B	GPFX010522
GATC 1994-1 I-B	GPFX010521
GATC 1994-1 I-B	GPFX010520
GATC 1994-1 I-B	GPFX010519
GATC 1994-1 I-B	GPFX010518
GATC 1994-1 I-B	GPFX010517
GATC 1994-1 I-B	GPFX010516
GATC 1994-1 I-B	GPFX010515
GATC 1994-1 I-B	GPFX010514
GATC 1994-1 I-B	GPFX010513
GATC 1994-1 I-B	GPFX010512
GATC 1994-1 I-B	GPFX010511
GATC 1994-1 I-B	GPFX010510
GATC 1994-1 I-B	GPFX010509
GATC 1994-1 I-B	GPFX010508
GATC 1994-1 I-B	GPFX010507
GATC 1994-1 I-B	GPFX010506
GATC 1994-1 I-B	GPFX010505
GATC 1994-1 I-B	GPFX010504
GATC 1994-1 I-B	GPFX010503
GATC 1994-1 I-B	GPFX010502
GATC 1994-1 I-B	GPFX010501
GATC 1994-1 I-B	GPFX010500
GATC 1994-1 I-B	GPFX010499
GATC 1994-1 I-B	GPFX010498
GATC 1994-1 I-B	GPFX010497
GATC 1994-1 I-B	GPFX010495
GATC 1994-1 I-B	GPFX010494
GATC 1994-1 I-B	GPFX010493
GATC 1994-1 I-B	GPFX010492
GATC 1994-1 I-B	GPFX010491
GATC 1994-1 I-B	GPFX010490
GATC 1994-1 I-B	GPFX010489
GATC 1994-1 I-B	GPFX010488
GATC 1994-1 I-B	GPFX010487
GATC 1994-1 I-B	GPFX010485
GATC 1994-1 I-B	GPFX010484
GATC 1994-1 I-B	GPFX010483
GATC 1994-1 I-B	GPFX010482
GATC 1994-1 I-B	GPFX010481
GATC 1994-1 I-B	GPFX010480
GATC 1994-1 I-B	GPFX010479

[Cancellation and Termination of Lease (GATC Trust No. 94-1)]

<b>Financier Equipment Pool Group</b>	<b>GATX Reporting Marks</b>
GATC 1994-1 I-B	GPFX010478
GATC 1994-1 I-B	GPFX010477
GATC 1994-1 I-B	GPFX010476
GATC 1994-1 I-B	GPFX010475
GATC 1994-1 I-B	GPFX010474
GATC 1994-1 I-B	GPFX010473
GATC 1994-1 I-B	GPFX010472
GATC 1994-1 I-B	GPFX010471
GATC 1994-1 I-B	GPFX010470
GATC 1994-1 I-B	GPFX010469
GATC 1994-1 I-B	GPFX010468
GATC 1994-1 I-B	GPFX010467
GATC 1994-1 I-B	GPFX010466
GATC 1994-1 I-B	GPFX010465
GATC 1994-1 I-B	GPFX010464
GATC 1994-1 I-B	GPFX010463
GATC 1994-1 I-B	GPFX010462
GATC 1994-1 I-B	GPFX010461
GATC 1994-1 I-B	GPFX010460
GATC 1994-1 I-B	GPFX010459
GATC 1994-1 I-B	GPFX010458
GATC 1994-1 I-B	GPFX010457
GATC 1994-1 I-B	GPFX010456
GATC 1994-1 I-B	GPFX010455
GATC 1994-1 I-B	GPFX010454
GATC 1994-1 I-B	GPFX010453
GATC 1994-1 I-B	GPFX010452
GATC 1994-1 I-B	GPFX010451
GATC 1994-1 I-B	GPFX010450
GATC 1994-1 I-B	GPFX010449
GATC 1994-1 I-B	GPFX010448
GATC 1994-1 I-B	GPFX010447

**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: January 4, 2016

*Edward M Luria*

\_\_\_\_\_  
Edward M. Luria

**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: January 4, 2016

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