

ALVORD AND ALVORD PLLC SURFACE TRANSPORTATION BOARD

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March 23, 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 Partial Cancellation of Lease (GATX Trust No. 2010-1B), dated as of March 23, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement (GATX Trust No. 2010-1B) previously filed with the Board under Recordation Number 29480.

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

Owner Trustee/ Lessor:	Wells Fargo Bank Northwest, National Association 299 South Main Street, 12 <sup>th</sup> Floor Salt Lake City, UT 84111
Lessee:	GATX Corporation 222 West Adams Street Chicago, IL 60606

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

50 railcars TERMINATED: GATX 208933 – GATX 208982, inclusive.

Section Chief  
March 23, 2016  
Page 2

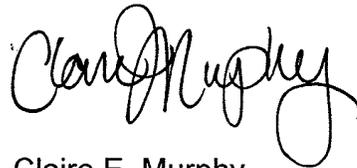
A short summary of the document to appear in the index is:

Partial Cancellation of Lease (GATX Trust No. 2010-1B).

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

**PARTIAL CANCELLATION OF LEASE**  
**(GATX TRUST NO. 2010-1B)**

**THIS PARTIAL CANCELLATION OF LEASE** (“**Cancellation**”) dated March 23, 2016 is between **WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION**, not in its individual capacity, but solely as owner trustee (the “**Lessor**”) and **GATX 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 (GATX Trust No. 2010-1B) dated as of September 23, 2010, as supplemented by Lease Supplement No. 1 to Equipment Lease Agreement (GATX Trust No. 2010-1B) dated as of September 23, 2010 (“**Lease Supplement No. 1**”) (as further amended, modified and supplemented from time to time, the “**Lease**”);

**WHEREAS**, the Memorandum of Lease and Lease Supplement No. 1 were recorded with the Surface Transportation Board (the “**STB**”) on September 22, 2010 at 3:10 p.m. and assigned recordation numbers 29480 and 29480-A, respectively;

**WHEREAS**, the Memorandum of Lease and Lease Supplement No. 1 were recorded with the Registrar General of Canada (the “**RGC**”) on September 22, 2010; and

**WHEREAS**, the Parties now desire to cancel the Lease with respect to the Equipment listed on Exhibit I 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 Lease with respect to the Relevant Units has been cancelled 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 with respect to the Relevant Units shall survive such cancellation, except with respect to indemnities, liabilities and obligations under the Lease occurring on or prior to the Effective Date which expressly survive the termination of the Lease.
2. The Parties agree to file this Cancellation with the STB and the RGC so as to release any interest created by or arising out of the Lease with respect to the Relevant Units.
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.

\* \* \*

**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

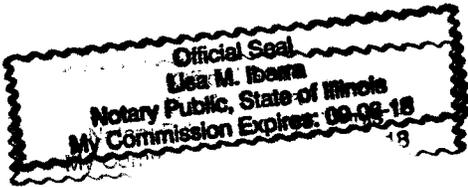
**WELLS FARGO BANK NORTHWEST,  
NATIONAL ASSOCIATION**, not in its  
individual capacity, but solely as owner  
trustee, as Lessor

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

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK ) SS:

On this, the 21<sup>st</sup> day of March, 2016, before me, a Notary Public in and for said County and State, personally appeared Eric D. Harkness, who being by me duly sworn, says that (s)he is the Vice President, Treasurer and Chief Risk Officer of GATX CORPORATION (the "Company"), that said instrument was signed on March 21, 2016 on behalf of the Company, and 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.



Lisa M. Ibarra  
Name: Lisa M. Ibarra  
Notary Public  
My Commission Expires:  
Residing in Cook County, IL

(SEAL)

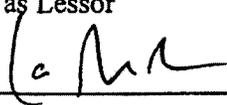
[Partial Cancellation of Lease]

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

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

By:  \_\_\_\_\_  
Name: Lane Molen  
Title: Assistant Vice President

STATE OF UTAH )  
 ) SS:  
COUNTY OF Salt Lake )

On this, the 14<sup>th</sup> day of March, 2016, before me, a Notary Public in and for said County and State, personally appeared Lane Molen, who being by me duly sworn, says that (s)he is the Assistant Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION (the "Company"), that said instrument was signed on March 14<sup>th</sup> 2016 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.



[Signature]  
Name: Priya Chettier  
Notary Public  
My Commission Expires: 07/31/2017  
Residing in Utah

(SEAL)

**EXHIBIT I TO  
PARTIAL CANCELLATION OF LEASE  
RELEVANT UNITS**

	Car Operating Number	Built Year
1	GATX208933	2009
2	GATX208934	2009
3	GATX208935	2009
4	GATX208936	2009
5	GATX208937	2009
6	GATX208938	2009
7	GATX208939	2009
8	GATX208940	2009
9	GATX208941	2009
10	GATX208942	2009
11	GATX208943	2009
12	GATX208944	2009
13	GATX208945	2009
14	GATX208946	2009
15	GATX208947	2009
16	GATX208948	2009
17	GATX208949	2009
18	GATX208950	2009
19	GATX208951	2009
20	GATX208952	2009
21	GATX208953	2009
22	GATX208954	2009
23	GATX208955	2009
24	GATX208956	2009
25	GATX208957	2009
26	GATX208958	2009
27	GATX208959	2009
28	GATX208960	2009
29	GATX208961	2009
30	GATX208962	2009
31	GATX208963	2009
32	GATX208964	2009
33	GATX208965	2009
34	GATX208966	2009
35	GATX208967	2009
36	GATX208968	2009
37	GATX208969	2009
38	GATX208970	2009

	Car Operating Number	Built Year
39	GATX208971	2009
40	GATX208972	2009
41	GATX208973	2009
42	GATX208974	2009
43	GATX208975	2009
44	GATX208976	2009
45	GATX208977	2009
46	GATX208978	2009
47	GATX208979	2009
48	GATX208980	2009
49	GATX208981	2009
50	GATX208982	2009

**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: March 23, 2016

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