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OF COUNSEL  
URBAN A. LESTER

June 28, 2001

RECORDATION NO. 23532-B FILED

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

JUN 28 '01 3:15 PM  
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Car Service Contract (GATX Rail No. 2001-1), dated as of June 28, 2001 (the "Memorandum"), a primary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement which is being filed with the Board under Recordation Number 23532.

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

GATX:	GATX Rail Corporation 500 West Monroe Street Chicago, Illinois 60661
Customer:	GATX Rail Canada Corporation 1600 Renee Levesque Boulevard West Suite 6500 Montreal, Quebec H3M 1P9

Mr. Vernon A. Williams  
June 28, 2001  
Page 2

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

One Hundred and Twenty-Two (122) railcars: GACX 8271 - GACX 8302 inclusive and GATX 1452 - GATX 1541 inclusive.

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

Memorandum of Car Service Contract (GATX Rail No. 2001-1), dated as of June 28, 2001, between GATX Rail Canada Corporation and GATX Rail Canada Corporation, Customer.

Also enclosed is a check in the amount of \$28.00 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,



Robert W. Alvord

RWA/anm  
Enclosures

**MEMORANDUM OF CAR SERVICE CONTRACT  
(GATX Rail No. 2001-1)**

Memorandum of Car Service Contract (GATX Rail No. 2001-1) made and entered into as of June 28, 2001 by and between GATX Rail Corporation, a New York corporation ("GATX") and GATX Rail Canada Corporation, a Canadian corporation ("Customer").

**WITNESSETH:**

The undersigned have entered into that certain Car Service Contract (GATX Rail No. 2001-1) dated as of June 28, 2001 (the "GATX Canada Lease"), whereby GATX has agreed to lease to the Customer and the Customer has agreed to lease from GATX, certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, effective as of the date hereof and subject to the terms defined in the GATX Canada Lease.

\* \* \*

RECORDATION NO. 23532-13 FILED

JUN 28 '01 3-15 PM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the undersigned have each caused this Memorandum to be duly executed as of the date and year first above written.

**GATX RAIL CORPORATION**

By: William J. Hasek  
Name: William J. Hasek  
Title: Treasurer

**GATX RAIL CANADA CORPORATION**

By: William J. Hasek  
Name: William J. Hasek  
Title: Vice President and Treasurer

State of Illinois )  
 ) ss:  
County of Cook )

On this \_\_\_ day of June, 2001, before me personally appeared William J. Hasek, to me personally known, who being duly sworn, stated that he is Treasurer of GATX Rail 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.

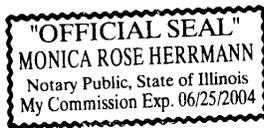
  
\_\_\_\_\_  
Notary Public

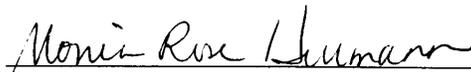
My Commission expires:



State of Illinois )  
 ) ss:  
County of Cook )

On this 21<sup>st</sup> day of June, 2001, before me personally appeared William J. Hasek, to me personally known, who being duly sworn, stated that he is VP and Treasurer of GATX Rail Canada 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.



  
\_\_\_\_\_  
Notary Public

My Commission expires:

6/25/2004

## GATX Rail Corp - Synthetic Lease 2001-1

Exhibit A

Railcar Operating Stencil Number	Car Type	Year of Acquisition
GACX008271	Covered Hopper	2000
GACX008272	Covered Hopper	2000
GACX008273	Covered Hopper	2000
GACX008274	Covered Hopper	2000
GACX008279	Covered Hopper	2000
GACX008280	Covered Hopper	2001
GACX008281	Covered Hopper	2001
GACX008282	Covered Hopper	2001
GACX008283	Covered Hopper	2001
GACX008284	Covered Hopper	2001
GACX008285	Covered Hopper	2001
GACX008286	Covered Hopper	2001
GACX008287	Covered Hopper	2001
GACX008288	Covered Hopper	2001
GACX008289	Covered Hopper	2001
GACX008290	Covered Hopper	2001
GACX008291	Covered Hopper	2001
GACX008292	Covered Hopper	2001
GACX008293	Covered Hopper	2001
GACX008294	Covered Hopper	2001
GACX008295	Covered Hopper	2001
GACX008296	Covered Hopper	2001
GACX008297	Covered Hopper	2001
GACX008298	Covered Hopper	2001
GACX008299	Covered Hopper	2001
GACX008300	Covered Hopper	2001
GACX008301	Covered Hopper	2001
GACX008302	Covered Hopper	2001
GATX001452	Tank Car	2000
GATX001453	Tank Car	2000
GATX001454	Tank Car	2000
GATX001455	Tank Car	2000
GATX001456	Tank Car	2000
GATX001457	Tank Car	2000
GATX001458	Tank Car	2000
GATX001459	Tank Car	2000
GATX001460	Tank Car	2000
GATX001461	Tank Car	2000
GATX001462	Tank Car	2000
GATX001463	Tank Car	2000
GATX001464	Tank Car	2000
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GATX001466	Tank Car	2000
GATX001467	Tank Car	2000
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GATX001480	Tank Car	2000

GATX001481	Tank Car	2000
GATX001482	Tank Car	2000
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GATX001541	Tank Car	2000