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RECORDATION NO. 23293 FILED

DEC 28 '00 19-03 AM

SURFACE TRANSPORTATION BOARD
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

December 27, 2000

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

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 Equipment Lease Agreement (GATX Trust No. 2000-2), dated as of December 28, 2000, 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:

Lessor: State Street Bank and Trust Company of
Connecticut, National Association
Goodwin Square
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103

Lessee: GATX Third Aircraft Corporation
Four Embarcadero Center, Suite 220
San Francisco, California 94111

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

Will be set forth in future equipment lease supplements.

Mr. Vernon A. Williams
December 27, 2000
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~~A description of the railroad equipment covered by the enclosed documents is:~~

Three hundred and eighty (380) railcars within the following three series, each inclusive: BNSF 211333 – BNSF 211432 (100 cars), BRAN 9000 – BRAN 9199 (200 cars) and BRAN 5300 – BRAN 5379 (80 cars).

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

Memorandum Of Lease Supplement No. 1 (GATX Trust No. 2000-2), dated as of December 28, 2000, between State Street Bank and Trust Company of Connecticut, National Association, Lessor, and GATX Third Aircraft Corporation, Lessee, covering three hundred and eighty (380) railcars within the following three series, each inclusive: BNSF 211333 – BNSF 211432 (100 cars), BRAN 9000 – BRAN 9199 (200 cars) and BRAN 5300 – BRAN 5379 (80 cars).

Also enclosed is a check in the amount of \$26.00 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/bjg
Enclosures

RECORDATION NO. 23293 FILED

DEC 28 '00 9-03 AM

Document No. 1.8

SURFACE TRANSPORTATION BOARD
MEMORANDUM OF EQUIPMENT LEASE AGREEMENT
(GATX Trust No. 2000-2)

This Memorandum of Equipment Lease Agreement (GATX Trust No. 2000-2) (this "Memorandum"), dated December 28, 2000, is by and between State Street Bank and Trust Company of Connecticut, National Association, a national banking association, not in its individual capacity except as expressly provided herein but solely as Owner Trustee, as lessor (the "Lessor"), and GATX Third Aircraft Corporation, a Delaware corporation, as lessee (the "Lessee").

WITNESSETH:

The Lessor and the Lessee have entered into that certain Equipment Lease Agreement (GATX Trust No. 2000-2) (the "Lease"), dated as of December 28, 2000, whereby the Lessor has agreed to lease to the Lessee, and the Lessee has agreed to lease from the Lessor, certain tank cars and covered hopper cars bearing the reporting marks and road numbers described in the Memorandum of Lease Supplement No. 1 (GATX Trust No. 2000-2), dated December __, 2000 which is being filed with the Surface Transportation Board concurrently herewith.

Capitalized terms used herein and not otherwise defined shall have the meanings assigned thereto in Appendix A to the Lease on file with State Street Bank and Trust Company of Connecticut, National Association, or its successor owner trustee.

* * *

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers authorized on the date and year first above written.

STATE STREET BANK AND TRUST COMPANY OF
CONNECTICUT, NATIONAL ASSOCIATION,
not in its individual capacity except as expressly provided
herein but solely as Owner Trustee,
as Lessor

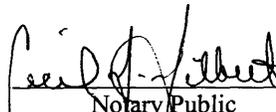

By: _____
Name: **DONALD E. SMITH**
Title: **VICE PRESIDENT**

GATX THIRD AIRCRAFT CORPORATION,
as Lessee

By: _____
Name: _____
Title: _____

Commonwealth
STATE OF MASSACHUSETTS)
) SS:
COUNTY OF SUFFOLK)

On this ___ day of December, 2000 before me personally appeared **DONALD E. SMITH**,
to me personally known, who being duly sworn, says that he/she is the ~~VICE PRESIDENT~~ of
State Street Bank and Trust Company of Connecticut, National Association, not in its individual
capacity except as expressly provided herein but solely as Owner Trustee, 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.



Notary Public
CECIL A. GILBERT
Notary Public
My Commission Expires July 12, 2002

My commission expires: _____

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this ___ day of April, 2000 before me personally appeared _____, to me
personally known, who being duly sworn, says that he/she is the _____ of GATX
Third Aircraft Corporation, 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.

Notary Public

My commission expires: _____

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers authorized on the date and year first above written.

STATE STREET BANK AND TRUST COMPANY OF
CONNECTICUT, NATIONAL ASSOCIATION,
not in its individual capacity except as expressly provided
herein but solely as Owner Trustee,
as Lessor

By: _____
Name: _____
Title: _____

GATX THIRD AIRCRAFT CORPORATION,
as Lessee

By: Thomas C. Nord
Name: **Thomas C. Nord**
Title: **VICE PRESIDENT**

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California }
County of San Francisco } ss.

On December 27, 2000, before me, Christopher Delyani, N.P.
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Thomas C. Nord
Name(s) of Signer(s)

personally known to me
 proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



Place Notary Seal Above

WITNESS my hand and official seal.

Christopher Delyani
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: cd

Capacity(ies) Claimed by Signer

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT OF SIGNER
Top of thumb here