

RECORDATION NO. 24360-K FILED

SEP 30 '03 4-10 PM

SURFACE TRANSPORTATION BOARD

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

September 30, 2003

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 an Indenture Supplement No. 6, dated as of September 15, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Indenture which was previously filed with the Board under Recordation Number 24360.

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

Issuer: GATX Rail Funding LLC
500 West Monroe Street
Chicago, Illinois 60606

Indenture
Trustee: Bank One, National Association
1 Bank One Plaza
Chicago, IL 60670

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

54 railcars bearing GATX and GPLX reporting marks and road numbers.

Mr. Vernon A. Williams
September 30, 2003
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A short summary of the document to appear in the index is:

Indenture Supplement No. 6

Also enclosed is a check in the amount of \$30.00 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/anr
Enclosures

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MEMORANDUM OF
INDENTURE SUPPLEMENT NO. 6 SEP 30 '03 4-19 PM

Memorandum of Indenture Supplement No. 6 dated as of September 15, 2003 made by GATX Rail Funding LLC, a Delaware limited liability company (the "Issuer") to Bank One, National Association, a national banking association, as indenture trustee (the "Indenture Trustee") under the Indenture referred to below.

WITNESSETH:

The Issuer and the Indenture Trustee have entered into an Indenture dated as of December 27, 2002 (as supplemented from time to time, the "Indenture"). A Memorandum of Indenture was (i) recorded with the Surface Transportation Board on March 18, 2003 at 11:00 a.m. under Recordation No. 24360, and (ii) deposited with the Office of the Registrar General of Canada on March 18, 2003 at 11:44 a.m.

The Issuer has executed and delivered to the Indenture Trustee on the date hereof Indenture Supplement No. 6 to the Indenture pursuant to which the Issuer has granted, assigned, conveyed, mortgaged, pledged, hypothecated and transferred to the Indenture Trustee a security interest in and to all of the Issuer's right, title and interest in, to and under the Railcars identified on Schedule I hereto, effective as of the date hereof and subject to the terms of the Indenture and said Indenture Supplement.

IN WITNESS WHEREOF, the Issuer has caused this Memorandum of Indenture Supplement to be duly executed by one of its duly authorized officers, as of the day and year first above written.

GATX RAIL FUNDING LLC

By: Joseph E. McNeely
Name: Joseph E. McNeely
Title: Vice President

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 15th day of September 2003, before me personally appeared Joseph E. McNeely, to me personally known, who being duly sworn, stated that he is a Vice President of GATX Rail Funding LLC, that said instrument was signed on behalf of said company by authority of its board of managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



Notary Public

My Commission Expires: 1-25-07



**Schedule 1
Railcars
September 15, 2003**

		SAP Equipment
Railcar ID	Built Year	Number
1) GATX002479	2003	10136790
2) GATX002484	2003	10136795
3) GATX002485	2003	10136796
4) GATX002486	2003	10136797
5) GATX002487	2003	10136798
6) GATX002489	2003	10136800
7) GATX002490	2003	10136801
8) GATX002492	2003	10136803
9) GATX002494	2003	10136805
10) GATX002495	2003	10136806
11) GATX002532	2003	10136010
12) GATX004578	2003	10137565
13) GATX032874	2003	10136964
14) GATX032881	2003	10136971
15) GATX032882	2003	10136972
16) GATX032883	2003	10136973
17) GATX032885	2003	10136975
18) GATX032886	2003	10136976
19) GATX032887	2003	10136977
20) GATX032888	2003	10136978
21) GATX032889	2003	10136979
22) GATX200016	2003	10137682
23) GATX200017	2003	10137683
24) GATX200019	2003	10137685
25) GATX200030	2003	10137696
26) GATX200036	2003	10137702
27) GATX200044	2003	10137710
28) GATX200048	2003	10137714
29) GATX200050	2003	10137716
30) GATX200051	2003	10137717
31) GATX200055	2003	10137721
32) GATX200057	2003	10137723
33) GATX200058	2003	10137724
34) GATX200060	2003	10137726
35) GATX200062	2003	10137728
36) GATX200063	2003	10137729
37) GATX200065	2003	10137731
38) GATX200067	2003	10137733
39) GATX200069	2003	10137735
40) GATX200070	2003	10137736
41) GATX200071	2003	10137737
42) GATX200072	2003	10137738
43) GATX200073	2003	10137739
44) GATX200074	2003	10137740
45) GATX200075	2003	10137741
46) GATX200076	2003	10137742
47) GATX200079	2003	10137745
48) GATX200080	2003	10137746

**Schedule 1
Railcars
September 15, 2003**

	Railcar ID	Built Year	SAP Equipment Number
49)	GATX200081	2003	10137747
50)	GATX200083	2003	10137749
51)	GATX200084	2003	10137750
52)	GATX200085	2003	10137751
53)	GATX200086	2003	10137752
54)	GPLX000719	2003	10137447