

RECORDATION NO. 24360-11 FILED

OCT 16 '03 3:05 PM

SURFACE TRANSPORTATION BOARD

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

October 16, 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 a Road Number Correction Statement, dated as of December 27, 2002, 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 name and address of the party 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, Illinois 60670]

Mr. Vernon A. Williams
October 16, 2003
Page 2

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

19 railcars within the series UP 000764 - UP 002289 as more particularly set forth in the equipment schedule attached to the document.

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

Road Number Correction Statement.

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/anm
Enclosures

ROAD NUMBER CORRECTION STATEMENT

OCT 16 '03 3-05 PM

Re: GATX Rail Funding LLC Railcar and Lease Securitization SURFACE TRANSPORTATION BOARD

Memorandum of Indenture dated as of December 27, 2002, as thereafter supplemented, (the "Memorandum Indenture") between GATX Rail Funding LLC, as Grantor, a Delaware limited liability company and Bank One, National Association, a national banking association, not in its individual capacity but solely as Trustee

Surface Transportation Board Recordation Number 24360

Certain of the road numbers for Railroad Equipment covered by the Memorandum of Indenture were incorrect. The correct numbers are listed below for each such incorrect number. Effective as of December 27, 2002 the correct numbers shall be substituted for the incorrect numbers on Exhibit A to the Memorandum of Indenture.

Incorrect Road Numbers

Correct Road Numbers

UP 000794	UP 000764
UP 002265	UP 000765
UP 002266	UP 000766
UP 002267	UP 000767
UP 002268	UP 000768
UP 002271	UP 000771
UP 002272	UP 000772
UP 002273	UP 000773
UP 002275	UP 000775
UP 002276	UP 000776
UP 002277	UP 000777
UP 002278	UP 000778
UP 002279	UP 000779
UP 002280	UP 000780
UP 002282	UP 000782
UP 002283	UP 000783
UP 002287	UP 000787
UP 002288	UP 000788
UP 002289	UP 000789

GATX RAIL FUNDING LLC

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

State of Illinois)
) SS
County of Cook)

On this [#]7 day of October, 2003, before me personally appeared Joseph E. McNeely, to me personally known, who being by me duly sworn, says that he is a Vice President of GATX Rail Funding LLC, that said instrument was signed on such date 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.

Patricia Lodge
Notary Public

[Notaries Seal]

My commission expires:

