

RECORDATION NO. 19534-H FILED

JUN 03 '04 2-21 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

June 3, 2004

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 three (3) copies of a Lease Supplement No. 3, dated April 29, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (GATC 95-1C) previously filed with the Commission under Recordation Number 19534.

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

Owner Trustee/
Lessor:

U.S. Bank National Association
(successor to State Street Bank
and Trust Company)
225 Franklin Street
Boston, Massachusetts 02110

Lessee:

GATX Financial Corporation
(successor by merger
to GATX Rail Corporation)
500 Monroe Street
Chicago, IL 60661

Mr. Vernon A. Williams
June 3, 2004
Page Two

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

Railcar GATX 089079 is replaced by GATX 026276

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

Lease Supplement No. 3

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 each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

**LEASE SUPPLEMENT NO. 3
(GATC Trust No 95-1C)**

JUN 03 '04

2-21 PM

This Lease Supplement No. 3, dated as of April 29, 2004, between the U.S. Bank National Association as successor to State Street Bank and Trust Company, not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("Lessor"), and GATX Financial Corporation, a Delaware corporation successor by merger to GATX Rail Corporation, a New York corporation ("Lessee");

SURFACE TRANSPORTATION BOARD

WITNESSETH:

The Lessor and the Lessee have heretofore entered into that certain Equipment Lease Agreement (GATC Trust No. 95-1C) dated as of July 14, 1995 (the "Lease"). The terms used herein are used with the meanings specified in the Lease.

The Lease provides for the execution and delivery of a Lease Supplement substantially in the form hereof for, among other things, the purpose of particularly describing the Replacement Unit to be leased to the Lessee in substitution for damaged or destroyed equipment previously leased to Lessee.

Now, therefore, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, the Lessor and the Lessee hereby agree as follows:

1. Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease as herein supplemented, the Unit described in Schedule 1 hereto.
2. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein.
3. To the extent that this Lease Supplement constitutes chattel paper (as each term is defined in the Uniform Commercial Code) no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart hereof other than the counterpart bearing the receipt therefor executed by the Indenture Trustee for the signature page hereof, which counterpart shall constitute the only "original" hereof for purposes of the Uniform Commercial Code.
4. This Lease Supplement shall be governed by and construed in accordance with the internal laws and decisions of the State of New York, *provided, however*, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or regulation.

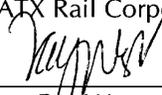
5. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

U.S. Bank National Association
as successor to State Street Bank and
Trust Company, not in its individual
capacity but solely as Owner Trustee

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

GATX Financial Corporation successor by merger
to GATX Rail Corporation

By: 
Name: Fay West
Title: Vice President & Controller, Rail Division

State of Massachusetts)
) SS
County of Suffolk)

On this 19th day of May, 2004, before me personally appeared **DONALD E. SMITH**, to me personally known, who being by me duly sworn, say that he/she is a VICE PRESIDENT of U.S. Bank National Association as successor to State Street Bank and Trust Company, that said instrument was signed on such date 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 *Paul G.*

[Notarial Seal]

My commission expires: 2/7/08

State of Illinois)
) SS
County of Cook)

On this 30th day of April 2004, before me personally appeared Fay West, to me personally known, who being by me duly sworn, say that she is Vice President & Controller of GATX Financial Corporation successor by merger to GATX Rail Corporation, that said instrument was signed on such date no behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public *Patricia Lodge*

[Notarial Seal]

My commission expires:



SCHEDULE 1

Description

DOT Class

Car Marking

T106

111A100-W-1

GATX 026276