

RECORDATION NO. 18934-LL FILED

JUL 29 '04 12:11 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](mailto:alvordlaw@aol.com)

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

OF COUNSEL  
URBAN A. LESTER

July 29, 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 Trust Indenture Supplement No. XII (GATC Trust No. 94-1), dated June 7, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Trust Indenture (GATC Trust No. 94-1) which was previously filed with the Commission under Recordation Number 18934.

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

Owner  
Trustee: US Bank National Association  
(as successor to State Street Bank  
and Trust Company)  
225 Franklin Street  
Boston, MA 02110

Indenture  
Trustee: J.P. Morgan Trust  
Company, N.A.  
(successor-in-interest to  
Bank One, National Association)  
One First National Plaza  
Chicago, IL 60670

Mr. Vernon A. Williams  
July 29, 2004  
Page Two

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

Replacement railcars GATX 006978, GATX 064773, GATX 069521 and GATX 026278.

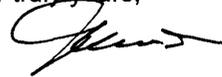
A short summary of the document to appear in the index is:

Trust Indenture Supplement No. XII

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

TRUST INDENTURE SUPPLEMENT NO. XII JUL 29 '04 12-11 PM  
(GATC Trust 94-1)

**SURFACE TRANSPORTATION BOARD**

This Indenture Supplement No. XII (GATC Trust 94-1), dated June 7, 2004 (this "Indenture Supplement"), of U.S. Bank National Association as successor to State Street Bank and Trust Company, not in its individual capacity, but solely as trustee (the "Owner Trustee") under the Trust Agreement GATC Trust 94-1, dated as of August 9, 1994 (the "Trust Agreement"), between the Owner Trustee in its individual capacity and BNY Capital Resources Corporation name changed from BNY Capital Funding Corporation, as Owner Participant;

WITNESSETH:

WHEREAS, the Trust Indenture and Security Agreement (GATC Trust 94-1) dated as of August 9, 1994 (the "Indenture"), between the Owner Trustee and J.P. Morgan Trust Company, N.A. successor-in-interest to Bank One, National Association, as Indenture Trustee (the "Indenture Trustee"), provides for the execution and delivery of Indenture Supplements thereto substantially in the form hereof which shall particularly describe any Replacement Units by having attached thereto a copy of the Lease Supplement relating to such Replacement Units, and shall specifically mortgage such Replacement Units to the Indenture Trustee; and

WHEREAS, the Indenture relates to the Replacement Units described in the copy of the Lease Supplement of even date herewith attached hereto and made a part hereof.

NOW, THEREFORE, in order to secure the prompt payment of the principal of and premium, if any, and interest on all of the Equipment Notes from time to time outstanding under the Indenture and the performance and observance by the Owner Trustee of all the agreements, covenants and provisions in the Indenture for the benefit of the holders of the Equipment Notes and in the Equipment Notes, subject to the terms and conditions of the Indenture, and in consideration of the premises and of the covenants contained in the Indenture and of the acceptance of the Equipment Notes by the holders thereof, and of the sum of \$1.00 paid to the Owner Trustee by the Indenture Trustee at or before the delivery hereof, the receipt whereof is hereby acknowledged, the Owner Trustee (i) has sold, assigned, transferred, pledged and confirmed, and does hereby sell, assign, transfer, pledge and confirm, a security interest in and mortgage lien on all right, title and interest of the Owner Trustee in and to the property comprising the Replacement Units described in the copy of the Lease Supplement attached hereto, and (ii) has sold, assigned, transferred and set over, a security interest in and mortgage lien on all of the right, title and interest of the Owner Trustee under, in and to the Lease Supplement of even date herewith (excluding, however, any rights to Excepted Property thereunder), referred to above, to the Indenture Trustee, its successors and assigns, in the trust created by the Indenture for the benefit of the holders from time to time of the Equipment Notes.

To have and to hold all and singular the aforesaid property unto the Indenture Trustee, its successors and assigns, in trust for the benefit and security of the holders from time to time of the Equipment Notes and for the uses and purposes and subject to the terms and provisions set forth in the Indenture.

This Supplement shall be construed as supplemental to the Indenture and shall form a part of it, and the Indenture is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

This Supplement may be executed by the Owner Trustee in separate counterparts, each of which when so executed and delivered is an original, but all such counterparts shall together constitute but one and the same Supplement.

The terms used herein are used with the meanings specified in the Indenture.

AND FURTHER, the Owner Trustee hereby acknowledges that the Equipment referred to in the aforesaid Lease Supplement attached hereto and made a part hereof has been delivered to the Owner Trustee and is included in the property of the Owner Trustee covered by all the terms and conditions of the Trust Agreement, subject to the pledge or mortgage thereof under the Indenture.

IN WITNESS WHEREOF, the Owner Trustee has caused this Indenture Supplement to be duly executed by one of its duly authorized officers, as of the day and year 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

J.P. Morgan Trust Company, N.A.  
successor-in-interest to Bank One,  
National Association, not in its individual  
capacity, but solely as Indenture Trustee

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

This Supplement shall be construed as supplemental to the Indenture and shall form a part of it, and the Indenture is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

This Supplement may be executed by the Owner Trustee in separate counterparts, each of which when so executed and delivered is an original, but all such counterparts shall together constitute but one and the same Supplement.

The terms used herein are used with the meanings specified in the Indenture.

AND FURTHER, the Owner Trustee hereby acknowledges that the Equipment referred to in the aforesaid Lease Supplement attached hereto and made a part hereof has been delivered to the Owner Trustee and is included in the property of the Owner Trustee covered by all the terms and conditions of the Trust Agreement, subject to the pledge or mortgage thereof under the Indenture.

IN WITNESS WHEREOF, the Owner Trustee has caused this Indenture Supplement to be duly executed by one of its duly authorized officers, as of the day and year 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

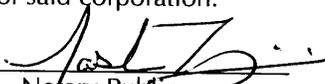
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

J.P. Morgan Trust Company, N.A.  
successor-in-interest to Bank One,  
National Association, not in its individual  
capacity, but solely as Indenture Trustee

By:   
Name: Mietka Collins  
Title: Assistant Vice President

State of Massachusetts )  
 ) SS  
County of Suffolk )

On this 2nd day of June, 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/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

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

SEAL  
My Commission Expires: 2/7/08

State of Illinois )  
 ) SS  
County of Cook )

On this \_\_\_ day of \_\_\_\_\_, 2004, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, say that he/she is a \_\_\_\_\_ of J.P. Morgan Trust Company, N.A. successor-in-interest to Bank One, National Association, that said instrument was signed on such date 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

SEAL  
My Commission Expires:

State of Massachusetts )  
 ) SS  
County of Suffolk )

On this \_\_\_ day of \_\_\_\_\_, 2004, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, say that he/she is a \_\_\_\_\_ 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/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

SEAL  
My Commission Expires:

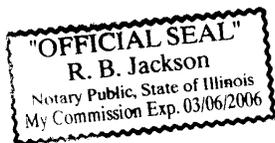
\_\_\_\_\_  
Notary Public

State of Illinois )  
 ) SS  
County of Cook )

On this 21<sup>st</sup> day of JUNE, 2004, before me personally appeared Mietka Collins, to me personally known, who being by me duly sworn, say that he/she is a Assistant Vice President of J.P. Morgan Trust Company, N.A. successor-in-interest to Bank One, National Association, that said instrument was signed on such date 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.

SEAL  
My Commission Expires: 3/6/06

R. Jackson  
\_\_\_\_\_  
Notary Public



**SCHEDULE 1**

<b><u>Car Type</u></b>	<b><u>DOT Class</u></b>	<b><u>Car Marking</u></b>
T054	111-A-100-W-2	GATX 006978
T107	111-A-100-W-1	GATX 054802
T104	111-A-100-W-1	GATX 064773
T106	111-A-100-W-1	GATX 069521
T106	111-A-100-W-1	GATX 026278