

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

January 5, 2005

RECORDATION NO. 25393 FILED

JAN 05 '05

1-21 PM

SURFACE TRANSPORTATION BOARD

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 Master Equipment Lease Agreement, dated as of October 13, 2004, 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:	Fleet Capital Corporation One Financial Plaza Providence, Rhode Island 02903
Lessee:	GATX Financial Corporation 4 Embarcadero Center, Suite 2200 San Francisco, California 94111

Mr. Vernon A. Williams
January 5, 2005
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A description of the railroad equipment covered by the enclosed document is:

2 Johnstown America Bethgon railcars: GGPX 001590 and GGPX 001601.

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

Memorandum of Master Equipment Lease Agreement.

Also enclosed is a check in the amount of \$32.00 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

RECORDATION NO. 25393 FILED

JAN 05 '05 1-21 PM

SURFACE TRANSPORTATION BOARD



One Financial Plaza
Providence, Rhode Island 02903-2305

FILED AND RECORDED WITH THE SURFACE TRANSPORTATION BOARD

On: _____
At: _____
And given Recordation No.: _____

MEMORANDUM OF MASTER EQUIPMENT LEASE AGREEMENT dated as of October 13, 2004 by and between FLEET CAPITAL CORPORATION, a Rhode Island corporation ("Lessor") and GATX FINANCIAL CORPORATION, a Delaware corporation ("Lessee"), as such agreement relates to Lease Schedule No. 36293-00002 thereof (together, the "Lease").

WITNESSETH:

1. Pursuant to the Lease, Lessor has agreed to lease to Lessee, and the Lessee has agreed to lease from the Lessor, Two (2) Railcars bearing the Reporting Marks/Running Numbers and Serial Numbers set forth on the Schedule A attached hereto.

2. The Lease shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Memorandum of Master Equipment Lease Agreement to be signed and sealed by their respective duly authorized signatories as of the date set forth below.

Dated as of: October 13, 2004

Lessor:
FLEET CAPITAL CORPORATION
By: Patricia Smith-Disu
Name: Patricia Smith-Disu
Title: Vice President

Lessee:
GATX FINANCIAL CORPORATION
By: Linda C. Girard
Name: Linda C. Girard
Title: Vice President

STATE OF: California

SS.

COUNTY OF: San Francisco

On December 17, 2004 before me, Florence P. McInty, Notary Public
(Notary Name and Title)

personally appeared Linda C. Girard personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the 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.

WITNESS my hand and official seal.

Signature: Florence P. McInty

(Notary Seal)



STATE OF: Rhode Island

SS.

COUNTY OF: Providence

On December 20, 2004 before me, Tina Costa, Notary Public
(Notary Name and Title)

personally appeared Patricia Smith-Disu personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to within the 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.

WITNESS my hand and official seal.

Signature:

Tina Costa

(Notary Seal)

expires 11/15/05



SCHEDULE A EQUIPMENT

The following documents are attached to and made a part hereof: Memorandum of Master Equipment Lease Agreement

with: GATX FINANCIAL CORPORATION

<u>Qty</u>	<u>Description</u>	<u>Running #s</u>
	Equipment currently located in: Grand Island, Nebraska 68802	
2	Johnstown America Bethgon Railcars	GGPX001590 GGPX001601

FLEET CAPITAL CORPORATION

By: Patricia Smith-Disu

Name: Patricia Smith-Disu
Vice President

Title: _____

GATX FINANCIAL CORPORATION

By: Linda C. Girard

Name: Linda C. Girard

Title: Vice President