

RECORDATION NO. 22892-N FILED

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MAR 15 '05 3-45 PM

SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

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

March 15, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: GATX Rail Trust No. 2000-1

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Lease Supplement No. 7, dated as of October 29, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement previously filed with the Board under Recordation Number 22893.

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

Lessor: Wilmington Trust Company (not in its individual capacity, but solely as trustee)
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Lessee: GATX Financial Corporation
(successor by merger to GATX Rail Corporation)
500 West Monroe Street
Chicago, Illinois 60661

Mr. Vernon A. Williams
March 15, 2005
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A description of the railroad equipment covered by the enclosed document is:

3 railcars ADDED: GATX 005308, GATX 005313 and GPLX 077500.

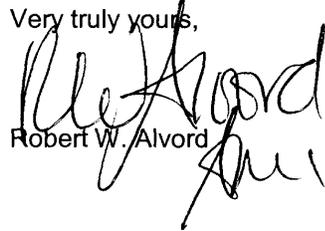
A short summary of the document to appear in the index is:

Lease Supplement No. 7.

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

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**LEASE SUPPLEMENT NO. 7
(GATX Rail Trust No. 2000-1)**

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SURFACE TRANSPORTATION BOARD

This Lease Supplement No. 7, dated as of October 29, 2004, between Wilmington 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");

WITNESSETH:

The Lessor and the Lessee have heretofore entered into that certain Equipment Lease Agreement (GATX Rail Trust No. 2000-1) dated as of April 3, 2000, (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 Units to be leased to the Lessee in substitution for damaged or destroyed equipment previously leased to Lessee.

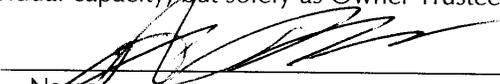
Now, therefore, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, the Lessor and the Lessee hereby agree as follows:

1. Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease as herein supplemented, the Units 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.

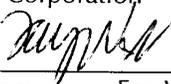
4. This Lease Supplement shall be governed by and construed in accordance with the internal laws and decisions of the State of New York, *provided, however*, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or regulation.
5. This Lease Supplement may 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.

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By: 
Name: **Anita Roselli**
Title: Financial Services Officer

GATX Financial Corporation, successor by merger to GATX Rail Corporation

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

State of Delaware)
) SS
County of New Castle)

On this 28 day of February, 2005, before me personally appeared Anita Roselli ~~Financial Services Office~~ to me personally known, who being by me duly sworn, says that he/she is a _____ of Wilmington 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.

Kimberly E. Faulhaber
Notary Public

KIMBERLY ELIZABETH FAULHABER
NOTARY PUBLIC - DELAWARE
My Commission Expires April 9, 2005

[Notarial Seal]

My commission expires:

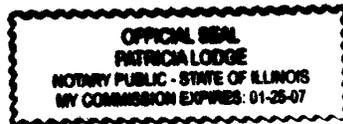
State of Illinois)
) SS
County of Cook)

On this 24TH day of October 2004, before me personally appeared Fay West, to me personally known, who being by me duly sworn, says that she is a Vice President & Controller, Rail Division 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.

Patricia Lodge
Notary Public

[Notarial Seal]

My commission expires:



SCHEDULE 1

<u>Car Type</u>	<u>DOT Class</u>	<u>Car Marking</u>
T054	111-A-100-W-2	GATX 005308
T054	111-A-100-W-2	GATX 005313
C214	POLYFLO-CV-110-TON	GPLX 077500