RECORDATION NO. 25512-C FILED

MAR 2 3 '05 11-26 AM

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

March 23, 2005

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

Re: GATX Trust No. 2005-1A

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 Trust Indenture Supplement (GATX Trust No. 2005-1A), dated as of March 23, 2005, 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 being filed with the Board under Recordation Number _____.

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

Indenture Trustee: U.S. Bank National Association
Asylum Street, 23rd Floor
Hartford, Connecticut 06103

Owner Trustee: Wells Fargo Bank Northwest, National Association
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111

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

644 railcars within the series:

AMCX 123560 – AMCX 123569 (inclusive)
CRGX 029451 – CRGX 029456 (inclusive)
GACX 000171 – GACX 000313
GACX 010250 – GACX 010299 (inclusive)
GATX 012766 – GATX 012767 (inclusive)
GATX 025841 – GATX 025855 (inclusive)
GATX 032951 – GATX 032967 (inclusive)
GATX 035437 – GATX 035447 (inclusive)
GATX 051616 – GATX 051625 (inclusive)
GATX 072087 – GATX 072583
GATX 091316
GATX 091326
GATX 200016 – GATX 202291
GPLX 000508 – GPLX 000677

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:

Memorandum of Trust Indenture Supplement (GATX Trust No. 2005-1A).

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

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT
(GATX TRUST NO. 2005-1A)

THIS MEMORANDUM OF TRUST INDENTURE SUPPLEMENT (GATX TRUST NO. 2005-1A) dated as of March 23, 2005 of **WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION**, not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("**Owner Trustee**").

W I T N E S S E T H:

The Owner Trustee and the Indenture Trustee have entered into that certain Trust Indenture and Security Agreement (GATX Trust No. 2005-1A) (the "**Indenture**"), a memorandum of which is being filed with the Surface Transportation Board concurrently herewith.

The undersigned has entered into that certain Trust Indenture Supplement No. 1 (Trust No. 2005-1A), dated as of March 23, 2005, to provide, among other things, for the grant of a security interest by the Owner Trustee to the Indenture Trustee in (i) certain railroad equipment listed on Exhibit A attached hereto, (ii) the Lease Supplement No. 1 to Equipment Lease Agreement (GATX Trust No. 2005-1A) dated as of March 23, 2005, by and between the Owner Trustee and the Lessee.

For the purposes of facilitating the execution of this memorandum, this memorandum may be executed simultaneously in any number of counterparts, each of which counterparts shall be deemed to be an original, and all of which counterparts shall constitute but one and the same instrument.

Capitalized terms used herein and not otherwise defined shall have the meanings assigned thereto in Appendix A to the Indenture.

* * *

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IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized on the date and year hereof.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not in its individual capacity but solely as Owner Trustee

By:_____

Name:

Title

Brett R. King
Vice President

STATE OF UTAH)
COUNTY OF SALT LAKE)

On this 22 day of March, 2005 before me personally appeared Brett R. King, to me personally known, who being duly sworn, says that he is the Vice President of Wells Fargo Bank Northwest, National Association, that said instrument was signed 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

My commission expires:_____

NOTARY PUBLIC
ELIZABETH A. DURFEE
299 South Main Street, 12th Flr
Salt Lake City, UT 84111
My Commission Expires Nov. 22, 2007
State of Utah

EXHIBIT A

[See Attached]

TRUST A

RAILCAR ID

GACX000244	GATX051621	GATX200627
GACX000245	GATX051622	GATX200628
GACX000246	GATX051623	GATX200629
GACX000247	GATX051624	GATX200630
GACX000248	GATX051625	GATX200631
GACX000249	GATX091316	GATX200632
GACX000309	GATX091326	GATX200633
GACX000310	GATX072087	GATX200634
GACX000311	GATX072088	GATX200635
GACX000312	GATX072089	GATX200636
GACX000313	GATX072090	GATX200637
GPLX000508	GATX072091	GATX200638
GPLX000509	GATX072092	GATX200639
GPLX000511	GATX072093	GATX200640
GPLX000513	GATX072094	GATX200641
GPLX000514	CRGX029451	GATX200642
GPLX000515	CRGX029452	GATX200643
GPLX000516	CRGX029453	GATX200644
GPLX000518	CRGX029454	GATX200645
GPLX000519	CRGX029455	GATX200646
GPLX000521	CRGX029456	GATX200647
GPLX000523	AMCX123560	GATX200648
GPLX000525	AMCX123561	GATX200649
GPLX000526	AMCX123562	GATX200650
GPLX000527	AMCX123563	GATX200651
GPLX000528	AMCX123564	GATX200652
GPLX000529	AMCX123565	GATX200653
GPLX000531	AMCX123566	GATX200654
GPLX000532	AMCX123567	GATX200655
GPLX000533	AMCX123568	GATX200656
GPLX000535	AMCX123569	GATX200657
GPLX000536	GATX032951	GATX200658
GPLX000537	GATX032952	GATX200659
GPLX000538	GATX032953	GATX200660
GPLX000539	GATX032954	GATX200661
GPLX000540	GATX032955	GATX200662
GPLX000541	GATX032956	GATX200663
GPLX000542	GATX032957	GATX200664
GPLX000543	GATX032958	GATX200665
GPLX000544	GATX032959	GATX200666
GPLX000545	GATX032960	GATX200667
GPLX000546	GATX032961	GATX200668
GPLX000549	GATX032962	GATX200669
GPLX000550	GATX032963	GATX200670

GPLX000551	GATX032964	GATX200671
GPLX000552	GATX032965	GATX200672
GPLX000553	GATX032966	GATX200673
GPLX000554	GATX032967	GATX200674
GPLX000555	GATX201683	GATX202223
GPLX000556	GATX202283	GATX202224
GPLX000557	GATX202284	GATX202225
GPLX000558	GATX202285	GATX200016
GPLX000559	GATX202286	GATX200018
GPLX000561	GATX202287	GATX200019
GPLX000562	GATX202288	GATX200020
GPLX000563	GATX202289	GATX200021
GPLX000564	GATX202290	GATX200022
GPLX000565	GATX202291	GATX200025
GPLX000566	GATX200346	GATX200026
GPLX000567	GATX200347	GATX200027
GPLX000569	GATX200348	GATX200028
GPLX000570	GATX200349	GATX200030
GPLX000573	GATX200350	GATX200031
GPLX000574	GATX200351	GATX200033
GPLX000578	GATX200352	GATX200035
GPLX000582	GATX200353	GATX200036
GPLX000583	GATX200354	GATX200037
GPLX000584	GATX200355	GATX200038
GPLX000585	GATX200356	GATX200039
GPLX000587	GATX202042	GATX200040
GPLX000588	GATX202043	GATX200041
GPLX000590	GATX202044	GATX200042
GPLX000591	GATX202045	GATX200043
GPLX000594	GATX202046	GATX200044
GPLX000595	GATX202047	GATX200045
GPLX000596	GATX202048	GATX200046
GPLX000597	GATX200271	GATX200047
GPLX000599	GATX200272	GATX200048
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GPLX000601	GATX200274	GATX200050
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GPLX000604	GATX200276	GATX200052
GPLX000650	GATX200277	GATX200053
GPLX000651	GATX200278	GATX200054
GPLX000652	GATX200279	GATX200055
GPLX000653	GATX200280	GATX200056
GPLX000654	GATX200281	GATX200057
GPLX000655	GATX200282	GATX200058
GPLX000656	GATX200283	GATX200059
GPLX000657	GATX200284	GATX200060
GPLX000658	GATX200285	GATX200061
GPLX000659	GATX200286	GATX200062

GPLX000660	GATX200287	GATX200063
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GPLX000662	GATX200289	GATX200065
GPLX000663	GATX200290	GATX200518
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GPLX000665	GATX200293	GATX200969
GPLX000666	GATX200294	GATX200970
GPLX000667	GATX200295	GATX200971
GPLX000668	GATX200337	GATX200972
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GACX000182	GATX200533	GATX200993
GACX000183	GATX200534	GATX200994
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GACX010263	GATX200556	GATX201016
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GATX025843	GATX200595	GATX201159
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GATX025846	GATX200598	GATX201162
GATX025847	GATX200599	GATX201163

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GATX025850	GATX200602	GATX201952
GATX025851	GATX200603	GATX201953
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