

RECORDATION NO. 23293-G FILED

DEC 28 '06 -10 15 AM

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

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

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

December 28, 2006

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 First Amendment to Trust Indenture and Security Agreement, dated as of January 2, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of First Amendment to Equipment Lease Agreement being filed with the Board under Recordation Number 23293-F.

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

Owner Trustee: U.S. Bank National Association
(successor to State Street Bank and Trust
Company of Connecticut, National Association)
Goodwin Square
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103

Indenture Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19801

Mr. Vernon A. Williams
December 28, 2006
Page 2

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

379 railcars: BNSF 211333 – BNSF 211432, except BNSF 211394 (99 cars), BRAN 9000 – BRAN 9199 (200 cars) and BRAN 5300 – BRAN 5379 (80 cars).

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

Memorandum of First Amendment to Trust Indenture and Security Agreement.

Also enclosed is a check in the amount of \$34.00 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/sem
Enclosures

RECORDATION NO. 23293-9 **FEB**

DEC 28 '06 - 10 15 AM

**MEMORANDUM OF FIRST AMENDMENT TO TRUST INDENTURE AND
SECURITY AGREEMENT
(GATX TRUST NO. 2000-2)**

SURFACE TRANSPORTATION BOARD

Memorandum of First Amendment to Trust Indenture and Security Agreement (GATX Trust No. 2000-2), made and entered into as of January 2, 2007, by and between U.S. Bank National Association (as successor in interest to State Street Bank and Trust Company of Connecticut, National Association), a national banking association not in its individual capacity, but solely as Owner Trustee, ("**Owner Trustee**") and Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as Indenture Trustee ("**Indenture Trustee**").

W I T N E S S E T H:

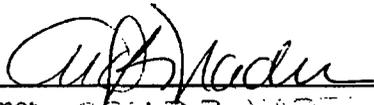
1. Owner Trustee and Indenture Trustee have entered into that certain Trust Indenture and Security Agreement (GATX Trust No. 2000-2), dated as of December 28, 2000 (the "**Indenture**") as supplemented by that certain Indenture Supplement No. 1 (GATX Trust No. 2000-2) dated December 28, 2000 ("**Indenture Supplement**").

2. Memoranda of the Indenture and Indenture Supplement were recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on December 28, 2000 at 9:05 a.m. and assigned recordation number 23293-B and 23293-C, respectively.

3. The undersigned have entered into that certain First Amendment to Trust Indenture and Security Agreement (GATX Trust No. 2000-2), dated as of January 2, 2007 whereby the Indenture has been amended in certain respects and continues to be applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK NATIONAL ASSOCIATION,
not in its individual capacity, but solely as
Owner Trustee

By: 
Name: JASON D.B. NADE
Title: VICE PRESIDENT

Executed on this 18th day of December,
2006

WILMINGTON TRUST COMPANY,
not in its individual capacity, but solely as
Indenture Trustee

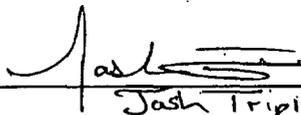
By: _____
Name:
Title:

Executed on this ___ day of December,
2006

STATE OF Massachusetts)
)
COUNTY OF Suffolk) SS:

On this, the 18th day of December, 2006, before me, a Notary Public in and for said County and State, personally appeared Alison D.B. Nadeau, who being by me duly sworn, says that (s)he is the _____ of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on December 18, 2006 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: Jash Tripi
Notary Public
My Commission Expires: 2/1/08
Residing in Boston, MA

(SEAL)

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK NATIONAL ASSOCIATION,
not in its individual capacity, but solely as
Owner Trustee

By: _____
Name:
Title:

Executed on this ___ day of December,
2006

WILMINGTON TRUST COMPANY,
not in its individual capacity, but solely as
Indenture Trustee

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

Executed on this 18th day of December,
2006

STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

On this, the 18th day of December, 2006, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that he is the SMITH OFFICER of WILMINGTON TRUST COMPANY, that said instrument was signed on December __, 2006 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name:
Notary Public
My Commission Expires:
Residing in _____

TIRA L. JOHNSON
Notary Public - State of Delaware
My Comm. Expires Sept. 20, 2009

(SEAL)

EXHIBIT A

UNITS

BNSF211333
BNSF211334
BNSF211335
BNSF211336
BNSF211337
BNSF211338
BNSF211339
BNSF211340
BNSF211341
BNSF211342
BNSF211343
BNSF211344
BNSF211345
BNSF211346
BNSF211347
BNSF211348
BNSF211349
BNSF211350
BNSF211351
BNSF211352
BNSF211353
BNSF211354

BNSF211355
BNSF211356
BNSF211357
BNSF211358
BNSF211359
BNSF211360
BNSF211361
BNSF211362
BNSF211363
BNSF211364
BNSF211365
BNSF211366
BNSF211367
BNSF211368
BNSF211369
BNSF211370
BNSF211371
BNSF211372
BNSF211373
BNSF211374
BNSF211375
BNSF211376
BNSF211377
BNSF211378

BNSF211379
BNSF211380
BNSF211381
BNSF211382
BNSF211383
BNSF211384
BNSF211385
BNSF211386
BNSF211387
BNSF211388
BNSF211389
BNSF211390
BNSF211391
BNSF211392
BNSF211393
BNSF211395
BNSF211396
BNSF211397
BNSF211398
BNSF211399
BNSF211400
BNSF211401
BNSF211402
BNSF211403

BNSF211404
BNSF211405
BNSF211406
BNSF211407
BNSF211408
BNSF211409
BNSF211410
BNSF211411
BNSF211412
BNSF211413
BNSF211414
BNSF211415
BNSF211416
BNSF211417
BNSF211418
BNSF211419
BNSF211420
BNSF211421
BNSF211422
BNSF211423
BNSF211424
BNSF211425
BNSF211426
BNSF211427

BNSF211428
BNSF211429
BNSF211430
BNSF211431
BNSF211432
BRAN005300
BRAN005301
BRAN005302
BRAN005303
BRAN005304
BRAN005305
BRAN005306
BRAN005307
BRAN005308
BRAN005309
BRAN005310
BRAN005311
BRAN005312
BRAN005313
BRAN005314
BRAN005315
BRAN005316
BRAN005317
BRAN005318

BRAN005319
BRAN005320
BRAN005321
BRAN005322
BRAN005323
BRAN005324
BRAN005325
BRAN005326
BRAN005327
BRAN005328
BRAN005329
BRAN005330
BRAN005331
BRAN005332
BRAN005333
BRAN005334
BRAN005335
BRAN005336
BRAN005337
BRAN005338
BRAN005339
BRAN005340
BRAN005341
BRAN005342

BRAN005343
BRAN005344
BRAN005345
BRAN005346
BRAN005347
BRAN005348
BRAN005349
BRAN005350
BRAN005351
BRAN005352
BRAN005353
BRAN005354
BRAN005355
BRAN005356
BRAN005357
BRAN005358
BRAN005359
BRAN005360
BRAN005361
BRAN005362
BRAN005363
BRAN005364
BRAN005365
BRAN005366

BRAN005367
BRAN005368
BRAN005369
BRAN005370
BRAN005371
BRAN005372
BRAN005373
BRAN005374
BRAN005375
BRAN005376
BRAN005377
BRAN005378
BRAN005379
BRAN009000
BRAN009001
BRAN009002
BRAN009003
BRAN009004
BRAN009005
BRAN009006
BRAN009007
BRAN009008
BRAN009009
BRAN009010

BRAN009011
BRAN009012
BRAN009013
BRAN009014
BRAN009015
BRAN009016
BRAN009017
BRAN009018
BRAN009019
BRAN009020
BRAN009021
BRAN009022
BRAN009023
BRAN009024
BRAN009025
BRAN009026
BRAN009027
BRAN009028
BRAN009029
BRAN009030
BRAN009031
BRAN009032
BRAN009033
BRAN009034

BRAN009035
BRAN009036
BRAN009037
BRAN009038
BRAN009039
BRAN009040
BRAN009041
BRAN009042
BRAN009043
BRAN009044
BRAN009045
BRAN009046
BRAN009047
BRAN009048
BRAN009049
BRAN009050
BRAN009051
BRAN009052
BRAN009053
BRAN009054
BRAN009055
BRAN009056
BRAN009057
BRAN009058

BRAN009059
BRAN009060
BRAN009061
BRAN009062
BRAN009063
BRAN009064
BRAN009065
BRAN009066
BRAN009067
BRAN009068
BRAN009069
BRAN009070
BRAN009071
BRAN009072
BRAN009073
BRAN009074
BRAN009075
BRAN009076
BRAN009077
BRAN009078
BRAN009079
BRAN009080
BRAN009081
BRAN009082

BRAN009083
BRAN009084
BRAN009085
BRAN009086
BRAN009087
BRAN009088
BRAN009089
BRAN009090
BRAN009091
BRAN009092
BRAN009093
BRAN009094
BRAN009095
BRAN009096
BRAN009097
BRAN009098
BRAN009099
BRAN009100
BRAN009101
BRAN009102
BRAN009103
BRAN009104
BRAN009105
BRAN009106

BRAN009107
BRAN009108
BRAN009109
BRAN009110
BRAN009111
BRAN009112
BRAN009113
BRAN009114
BRAN009115
BRAN009116
BRAN009117
BRAN009118
BRAN009119
BRAN009120
BRAN009121
BRAN009122
BRAN009123
BRAN009124
BRAN009125
BRAN009126
BRAN009127
BRAN009128
BRAN009129
BRAN009130

BRAN009131
BRAN009132
BRAN009133
BRAN009134
BRAN009135
BRAN009136
BRAN009137
BRAN009138
BRAN009139
BRAN009140
BRAN009141
BRAN009142
BRAN009143
BRAN009144
BRAN009145
BRAN009146
BRAN009147
BRAN009148
BRAN009149
BRAN009150
BRAN009151
BRAN009152
BRAN009153
BRAN009154

BRAN009155
BRAN009156
BRAN009157
BRAN009158
BRAN009159
BRAN009160
BRAN009161
BRAN009162
BRAN009163
BRAN009164
BRAN009165
BRAN009166
BRAN009167
BRAN009168
BRAN009169
BRAN009170
BRAN009171
BRAN009172
BRAN009173
BRAN009174
BRAN009175
BRAN009176
BRAN009177
BRAN009178

BRAN009179
BRAN009180
BRAN009181
BRAN009182
BRAN009183
BRAN009184
BRAN009185
BRAN009186
BRAN009187
BRAN009188
BRAN009189
BRAN009190
BRAN009191
BRAN009192
BRAN009193
BRAN009194
BRAN009195
BRAN009196
BRAN009197
BRAN009198
BRAN009199

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

12/28/06



Robert W. Alvord