

RECORDATION NO. 23432-^aFILED ^E

JUN 29 '07 -11 05 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

June 29, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

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 Equipment Lease Agreement, dated as of July 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 Equipment Lease Agreement previously filed with the Board under Recordation Number 23432.

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

- Lessor: U.S. Bank National Association (not in its individual capacity but solely as Owner Trustee)
Goodwin Square
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103
- Lessee: GATX Third Aircraft Corporation
4 Embarcadero Center, Suite 220
San Francisco, California 94111

Mr. Vernon A. Williams
June 29, 2007
Page 2

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

170 railcars: BRAN 5380 - BRAN 5549.

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

Memorandum of First Amendment to Equipment Lease Agreement.

Also enclosed is a check in the amount of \$35.00 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

**MEMORANDUM OF FIRST AMENDMENT TO EQUIPMENT LEASE AGREEMENT
(GATX TRUST NO. 2001-1)**

Memorandum of First Amendment to Equipment Lease Agreement (GATX Trust No. 2001-1), made and entered into as of July 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, as Lessor ("Lessor") and GATX Third Aircraft Corporation, a Delaware corporation, as Lessee ("Lessee").

WITNESSETH:

1. Lessor and Lessee have entered into that certain Equipment Lease Agreement (GATX Trust No. 2001-1), dated as of March 29, 2001 (the "Lease Agreement"), and that certain Lease Supplement No. 1 (GATX Trust No. 2001-1) dated as of March 29, 2001 ("Lease Supplement").

2. Memoranda of the Lease Agreement and Lease Supplement were recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on March 29, 2001 at 10:45 a.m. and 10:52 a.m., respectively, and assigned recordation numbers 23432 and 23432-A, respectively.

3. The undersigned have entered into that certain First Amendment to Equipment Lease Agreement (GATX Trust No. 2001-1), dated as of July 2, 2007, whereby the Lease Agreement 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.

RECORDATION NO. 23432-C FILED

JUN 29 '07 -11 05 AM

SURFACE TRANSPORTATION BOARD

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

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

By: 
Name: ALISON D.B. NADEAU
Title: VICE PRESIDENT

Executed on this 12th day of June, 2007.

GATX THIRD AIRCRAFT
CORPORATION

By: _____
Name: William J. Hasek
Title: Vice President and Treasurer

Executed on this 2nd day of June, 2007.

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

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

By _____
Name:
Title:

Executed on this 12th day of June, 2007.

GATX THIRD AIRCRAFT
CORPORATION

By William J. Hasek
Name: William J. Hasek
Title: Vice President and Treasurer

Executed on this 12th day of June, 2007.

STATE OF ILLINOIS)
)
COUNTY OF COOK)

SS:

On this, the 26th day of June, 2007, before me, a Notary Public in and for said County and State, personally appeared William J. Hasek, who being by me duly sworn, says that he is the Vice President and Treasurer of GATX THIRD AIRCRAFT CORPORATION, that said instrument was signed on June 26, 2007 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.



Lisa M. Ibarra
Name:
Notary Public
My Commission Expires:
Residing in Chicago, IL

(SEAL)

EXHIBIT A

UNITS

Quantity	Car Mark	Car Number Range (inclusive)
170	BRAN	5380-5549

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: 6/29/07



Robert W. Alvord