

RECORDATION NO. 20895-VV FILED

SEP 17 '10 -3 30 PM

**SURFACE TRANSPORTATION BOARD**

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

September 17, 010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Trust Indenture Supplement No. 13 (GARC Trust No. 97-1), dated as of July 21, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (GARC Trust No. 97-1) and related documents previously filed with the Board under Recordation Number 20895.

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, N.A.)  
225 Franklin Street  
Boston, MA 02110

Indenture  
Trustee: The Bank of New York Mellon Trust Company,  
N.A., successor in interest to The Bank of New  
York Trust Company, N.A., successor in interest  
to JPMorgan Chase Bank, N.A., successor in  
interest to Bank One, National Association  
One Wall Street  
New York, NY 10286

Section Chief  
September 17, 2010  
Page 2

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

1 railcar: GATX 055368.

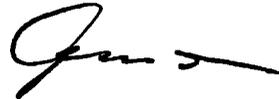
A short summary of the document to appear in the index follows:

Trust Indenture Supplement No. 13 (GARC Trust No. 97-1).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee

Kindly return stamped copies of each of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a long horizontal flourish extending to the right.

Robert W Alvord

RWA/sem  
Enclosures

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SURFACE TRANSPORTATION BOARD

TRUST INDENTURE SUPPLEMENT NO. 13  
(GARC Trust No. 97-1)

This Indenture Supplement No. 13 (GARC Trust No. 97-1), dated July 21, 2010 (this "Indenture Supplement"), of U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut N.A., not in its individual capacity but solely as trustee the ("Owner Trustee") under the Trust Agreement (GARC Trust No. 97-1), dated as of September 24, 1997 (the "Trust Agreement"), between the Owner Trustee in its individual capacity and Verizon Capital Corporation, as Owner Participant ("Owner Participant");

WITNESSETH:

WHEREAS, the Trust Indenture and Security Agreement (GARC Trust No. 97-1) dated as of September 24, 1997 (the "Indenture"), between the Owner Trustee and The Bank of New York Mellon Trust Company, National Association, as successor-in-interest JP Morgan Chase Bank, as successor-in-interest to Bank One Trust Company, NA as Indenture Trustee (the "Indenture Trustee"), provides for the execution and delivery of Indenture Supplements thereto substantially in the form hereof each of which shall particularly describe the Unit covered by a related Lease Supplement under the Lease, by having attached thereto a copy of such related Lease Supplement, and shall specifically mortgage such Unit to the Indenture Trustee; and

WHEREAS, the Indenture includes the Equipment described in Lease Supplement No. 13 dated coincident herewith and made a part hereof and Schedule 1 hereto; and

NOW, THEREFORE, in order to secure the prompt payment of the principal of and Premium, if any, and interest on all of the Equipment Notes from time to time outstanding under the Indenture and the performance and observance by the Owner Trustee of all the agreements, covenants and provisions in the Indenture for the benefit of the holders of the Equipment Notes and in the Equipment Notes, subject to the terms and conditions of the Indenture, and in consideration of the premises and of the covenants contained in the Indenture and of the acceptance of the Equipment Notes by the holders thereof, and of the sum of \$1.00 paid to the Owner Trustee by the Indenture Trustee at or before the delivery hereof, the receipt whereof is hereby acknowledged, the Owner Trustee (i) has sold, assigned, transferred, pledged and confirmed, and does hereby sell, assign, transfer, pledge and confirm, a security interest in and mortgage lien on all right, title and interest of the Owner Trustee in and to the property comprising the Replacement Unit described in the copy of the Lease Supplement No. 13 attached hereto, and (ii) has sold, assigned, transferred and set over, a security interest in and mortgage lien on all of the right, title and interest of the Owner Trustee under, in and to the Lease Supplement (excluding, however, any rights to Excepted Property thereunder), referred to above, to the Indenture Trustee, its successors and assigns, in the trust created by the Indenture for the benefit of the holders from time to time of the Equipment Notes.

To have and to hold all and singular the aforesaid property unto the Indenture Trustee, its successors and assigns, in trust for the benefit and security of the holders from time to time of the Equipment Notes and for the uses and purposes and subject to the terms and provisions set forth in the Indenture.

This Supplement shall be construed as supplemental to the Indenture and shall form a part of it, and the Indenture is hereby incorporated by reference herein and is hereby ratified, approved and confirmed.

This Supplement may be executed by the Owner Trustee in separate counterparts, each of which when so executed and delivered is an original, but all such counterparts shall together constitute but one and the same Supplement.

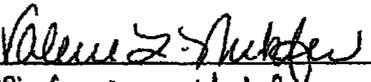
AND FURTHER, the Owner Trustee hereby acknowledges that the Equipment referred to in the aforesaid Lease Supplement attached hereto and made a part hereof has been delivered to the Owner Trustee and is included in the property of the Owner Trustee covered by all the terms and conditions of the Trust Agreement, subject to the pledge or mortgage thereof under the Indenture.

IN WITNESS WHEREOF, the Owner Trustee and Indenture Trustee have caused this Indenture Supplement to be duly executed by one of its duly authorized officers, as of the day and year first above written.

U.S. Bank National Association, as  
successor to State Street Bank and  
Trust Company of Connecticut N.A.,  
not in its individual capacity, but  
solely as Owner Trustee

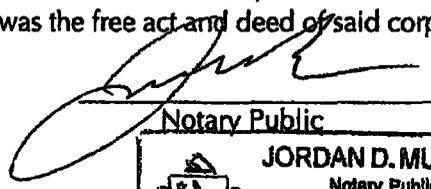
By:   
Name: Alison D B Nadeau  
Title: Vice President

The Bank of New York Mellon Trust  
Company, National Association, as  
successor-in-interest to JP Morgan Chase  
Bank, as successor-in-interest to Bank  
One Trust Company, NA, not in its  
individual capacity, but solely as  
Indenture Trustee

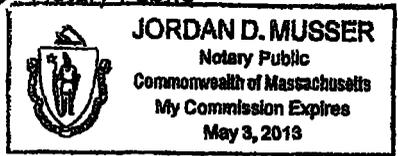
By:   
Name: Valerie L. Nuhfer  
Title: Associate

Commonwealth of Massachusetts )  
 ) SS  
County of Suffolk )

On this 1 day of September, 2010, before me personally appeared Alison D.B. Nadeau to me personally known, who being by me duly sworn, say that he/she is a Vice President of U.S. Bank National Association, as successor to State Street Bank and Trust Company of Connecticut N.A., 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.



Notary Public

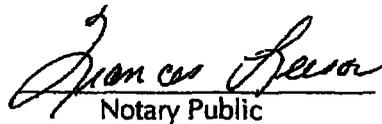


SEAL  
My Commission Expires:

5/3/13

Pennsylvania  
State of Illinois )  
Allegheny ) 785  
County of Cook )

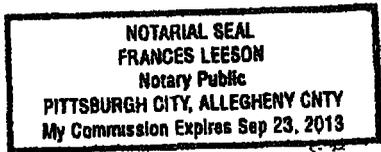
On this 19 day of August, 2010, before me personally appeared Valerie L. Nusser to me personally known, who being by me duly sworn, say that he/she is a Associate of The Bank of New York Mellon Trust Company, National Association, as successor-in-interest to JP Morgan Chase Bank, as successor-in-interest to Bank One Trust Company, NA 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.



Notary Public

SEAL  
My Commission Expires:

9-23-2013



**SCHEDULE 1**

<b>Car Type</b>	<b>DOT Class</b>	<b>Car Marking</b>
T107	111-A-100-W-1	GATX 055368

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:

9/17/10



\_\_\_\_\_  
Robert W. Alvord