RECORDATION NO 30407-A
FILED
September 28, 2012 04:45 PM
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

September 28, 2012

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 Memorandum of Supplement No. 1 to Equipment Lease Agreement (GATX Trust No. 2012-1A), dated as of September 28, 2012, 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 (GATX Trust No. 2012-1A) being filed with the Board under Recordation Number .

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, CT 06103

Lessee: GATX Corporation
222 West Adams Street
Chicago, IL 60606

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

167 cars: GATX 210049 - GATX 210117 and within the series GATX 202995 – GATX 203335 as more particularly set forth in the attachment to the document

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

Memorandum of Supplement No. 1 to Equipment Lease Agreement (GATX Trust No. 2012-1A).

Also enclosed is a check in the amount of $42.00 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,

Edward M. Luria

EML/sem
Enclosures

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MEMORANDUM OF SUPPLEMENT NO. 1 TO EQUIPMENT LEASE AGREEMENT (GATX TRUST NO. 2012-1A)

THIS MEMORANDUM OF LEASE SUPPLEMENT NO. 1 TO EQUIPMENT LEASE AGREEMENT (GATX TRUST NO. 2012-1A) dated as of September 28, 2012 (this "**Memorandum**") is by and between **U.S. BANK NATIONAL ASSOCIATION**, not in its individual capacity but solely as Owner Trustee under the Trust Agreement, as Lessor ("**Lessor**"), and **GATX CORPORATION**, a New York corporation, as Lessee ("**Lessee**").

W I T N E S S E T H:

The Lessor and the Lessee have entered into that certain Equipment Lease Agreement (GATX Trust No. 2012-1A), dated as of September 28, 2012 (the "**Lease Agreement**"), a memorandum of which is being filed with the Surface Transportation Board concurrently herewith.

The Lessor and the Lessee have entered into that certain Lease Supplement No. 1 to Equipment Lease Agreement (GATX Trust No. 2012-1A), dated as of September 28, 2012, whereby certain railroad cars (collectively, the "**Equipment**"), which are set forth in Exhibit A, attached hereto, are made subject to the Lease Agreement.

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 Lease Agreement.

* * *

IN WITNESS WHEREOF, the parties have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

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

By:_____

Name: Andrea Turlo
Title Vice President

GATX CORPORATION

By:_____

Name:
Title

STATE OF Connecticut)
)
COUNTY OF Hartford)

On this 28th day of September, 2012 before me personally appeared Andrea Turlo, to me personally known, who being duly sworn, says that he/she is the Vice President of U.S. Bank 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.

Susan P McNally
Notary Public

My commission expires:_____

SUSAN P. McNALLY
Notary Public, State of Connecticut
My Commission Expires Mar. 31, 2015

IN WITNESS WHEREOF, the parties have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

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

By:_____
Name:
Title

GATX CORPORATION

By: William J. Hasek
Name: William J. Hasek
Title: Senior Vice President & Treasurer

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 28th day of September, 2012 before me personally appeared William J. Hasek, to me personally known, who being duly sworn, says that he is the Sr. Vice President & Treasurer of GATX Corporation, that said instrument was signed 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.

Lisa M. Ibarra
Notary Public

My commission expires: 9/8/14

OFFICIAL SEAL
LISA M. IBARRA
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES: 09-08-14

EXHIBIT A

Car Number - Operating	Basic Group
GATX210049	F
GATX210050	F
GATX210051	F
GATX210052	F
GATX210053	F
GATX210054	F
GATX210055	F
GATX210056	F
GATX210057	F
GATX210058	F
GATX210059	F
GATX210060	F
GATX210061	F
GATX210062	F
GATX210063	F
GATX210064	F
GATX210065	F
GATX210066	F
GATX210067	F
GATX210068	F
GATX210069	F
GATX210070	F
GATX210071	F
GATX210072	F
GATX210073	F
GATX210074	F
GATX210075	F
GATX210076	F
GATX210077	F
GATX210078	F
GATX210079	F
GATX210080	F
GATX210081	F
GATX210082	F
GATX210083	F
GATX210084	F
GATX210085	F
GATX210086	F
GATX210087	F
GATX210108	F
GATX210109	F
GATX210110	F

Car Number - Operating	Basic Group
GATX210111	F
GATX210112	F
GATX210113	F
GATX210114	F
GATX210115	F
GATX210116	F
GATX210117	F
GATX202995	G
GATX202996	G
GATX202997	G
GATX202998	G
GATX202999	G
GATX203000	G
GATX203001	G
GATX203002	G
GATX203003	G
GATX203021	G
GATX203022	G
GATX203023	G
GATX203024	G
GATX203025	G
GATX203026	G
GATX203028	G
GATX203029	G
GATX203030	G
GATX203031	G
GATX203032	G
GATX203033	G
GATX203034	G
GATX203035	G
GATX203036	G
GATX203038	G
GATX203039	G
GATX203042	G
GATX203043	G
GATX203047	G
GATX203048	G
GATX203049	G
GATX203051	G
GATX203052	G
GATX203186	G
GATX203187	G
GATX203191	G
GATX203193	G
GATX203198	G

Car Number - Operating	Basic Group
GATX203199	G
GATX203200	G
GATX203202	G
GATX203203	G
GATX203206	G
GATX203211	G
GATX203212	G
GATX203214	G
GATX203220	G
GATX203221	G
GATX203222	G
GATX203223	G
GATX203225	G
GATX203227	G
GATX203228	G
GATX203230	G
GATX203231	G
GATX203234	G
GATX203235	G
GATX203236	G
GATX203237	G
GATX203240	G
GATX203243	G
GATX203245	G
GATX203246	G
GATX203247	G
GATX203248	G
GATX203249	G
GATX203250	G
GATX203252	G
GATX203253	G
GATX203254	G
GATX203255	G
GATX203256	G
GATX203258	G
GATX203261	G
GATX203262	G
GATX203265	G
GATX203266	G
GATX203267	G
GATX203268	G
GATX203271	G
GATX203275	G
GATX203277	G
GATX203278	G

Car Number - Operating	Basic Group
GATX203279	G
GATX203281	G
GATX203282	G
GATX203283	G
GATX203284	G
GATX203286	G
GATX203288	G
GATX203290	G
GATX203291	G
GATX203292	G
GATX203296	G
GATX203300	G
GATX203302	G
GATX203303	G
GATX203304	G
GATX203306	G
GATX203308	G
GATX203310	G
GATX203311	G
GATX203312	G
GATX203314	G
GATX203315	G
GATX203317	G
GATX203318	G
GATX203319	G
GATX203320	G
GATX203324	G
GATX203325	G
GATX203326	G
GATX203327	G
GATX203328	G
GATX203329	G
GATX203331	G
GATX203334	G
GATX203335	G

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 9/28/12

Edward M. Luria

Edward M. Luria