

December 21, 2012 02:35 PM

ALVORD AND ALVORD SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

December 21, 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 Equipment Lease Agreement (GATX Trust No. 2012-2B), dated as of December 21, 2012, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Chief, Section of Administration

December 21, 2012

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

224 railcars: GATX 37428 – GATX 37447, GATX 211025 – GATX 211094, GATX 211295 – 211422, GATX 211424 – GATX 211428 and GATX 211432.

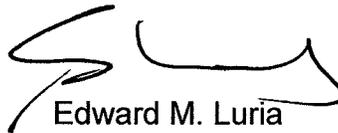
A short summary of the document to appear in the index is:

Memorandum of Equipment Lease Agreement (GATX Trust No. 2012-2B).

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

**MEMORANDUM OF EQUIPMENT LEASE AGREEMENT
(GATX TRUST NO. 2012-2B)**

THIS MEMORANDUM OF EQUIPMENT LEASE AGREEMENT (GATX TRUST NO. 2012-2B) made and entered into on December 21, 2012 (this "**Memorandum**") 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 undersigned have entered into that certain Equipment Lease Agreement (GATX Trust No. 2012-2B) (the "**Lease Agreement**"), dated as of December 21, 2012, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor assorted railroad cars (collectively, "**Equipment**"), described in the Memorandum of Lease Supplement No. 1 to Equipment Lease Agreement (GATX Trust No. 2012-2B), dated as of December 21, 2012 which is being filed with the Surface Transportation Board concurrently herewith.

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: Cathy L. Mitchell
Title: Vice President

GATX CORPORATION

By: _____

Name: Eric D. Harkness
Title: Vice President and Treasurer

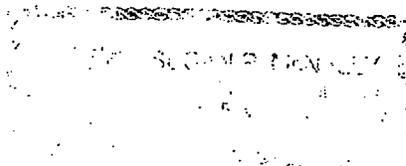
STATE OF Connecticut

COUNTY OF Hartford

On this 21st day of December, 2012 before me personally appeared Kathy L. Mitchell, to me personally known, who being duly sworn, says that he/she is the _____ 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. McNelly
Notary Public

My commission expires: _____

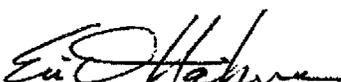


IN WITNESS WHEREOF, the parties have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

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

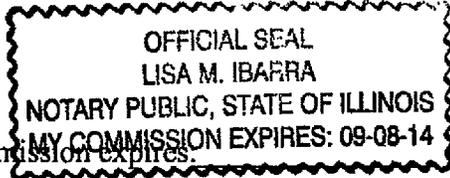
By: _____
Name:
Title

GATX CORPORATION

By: 
Name: Eric D. Harkness
Title: Vice President and Treasurer

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 20th day of December, 2012 before me personally appeared Eric D. Harkness, to me personally known, who being duly sworn, says that he is the Vice President and 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

EXHIBIT A

Car Number - Operating	Basic Group
GATX211295	A
GATX211296	A
GATX211297	A
GATX211298	A
GATX211299	A
GATX211300	A
GATX211301	A
GATX211302	A
GATX211303	A
GATX211304	A
GATX211305	A
GATX211306	A
GATX211307	A
GATX211308	A
GATX211309	A
GATX211310	A
GATX211311	A
GATX211312	A
GATX211313	A
GATX211314	A
GATX211315	A
GATX211316	A
GATX211317	A

Car Number - Operating	Basic Group
GATX211318	A
GATX211319	A
GATX211320	A
GATX211321	A
GATX211322	A
GATX211323	A
GATX211324	A
GATX211325	A
GATX211326	A
GATX211327	A
GATX211328	A
GATX211329	A
GATX211330	A
GATX211331	A
GATX211332	A
GATX211333	A
GATX211334	A
GATX211335	A
GATX211336	A
GATX211337	A
GATX211338	A
GATX211339	A
GATX211340	A
GATX211341	A

Car Number - Operating	Basic Group
GATX211342	A
GATX211343	A
GATX211344	A
GATX211345	A
GATX211346	A
GATX211347	A
GATX211348	A
GATX211349	A
GATX211350	A
GATX211351	A
GATX211352	A
GATX211353	A
GATX211354	A
GATX211355	A
GATX211356	A
GATX211357	A
GATX211358	A
GATX211359	A
GATX211360	A
GATX211361	A
GATX211362	A
GATX211363	A
GATX211364	A
GATX211365	A

Car Number - Operating	Basic Group
GATX211366	A
GATX211367	A
GATX211368	A
GATX211369	A
GATX211370	A
GATX211371	A
GATX211372	A
GATX211373	A
GATX211374	A
GATX211375	A
GATX211376	A
GATX211377	A
GATX211378	A
GATX211379	A
GATX211380	A
GATX211381	A
GATX211382	A
GATX211383	A
GATX211384	A
GATX211385	A
GATX211386	A
GATX211387	A
GATX211388	A
GATX211389	A

Car Number - Operating	Basic Group
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GATX211390	A
GATX211391	A
GATX211392	A
GATX211393	A
GATX211394	A
GATX211395	A
GATX211396	A
GATX211397	A
GATX211398	A
GATX211399	A
GATX211400	A
GATX211401	A
GATX211402	A
GATX211403	A
GATX211404	A
GATX211405	A
GATX211406	A
GATX211407	A
GATX211408	A
GATX211409	A
GATX211410	A
GATX211411	A
GATX211412	A
GATX211413	A

Car Number - Operating	Basic Group
GATX211414	A
GATX211415	A
GATX211416	A
GATX211417	A
GATX211418	A
GATX211419	A
GATX211420	A
GATX211421	A
GATX211422	A
GATX211424	A
GATX211425	A
GATX211426	A
GATX211427	A
GATX211428	A
GATX211432	A
GATX037428	C
GATX037429	C
GATX037430	C
GATX037431	C
GATX037432	C
GATX037433	C
GATX037434	C
GATX037435	C
GATX037436	C

Car Number - Operating	Basic Group
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GATX037437	C
GATX037438	C
GATX037439	C
GATX037440	C
GATX037441	C
GATX037442	C
GATX037443	C
GATX037444	C
GATX037445	C
GATX037446	C
GATX037447	C
GATX211025	C
GATX211026	C
GATX211027	C
GATX211028	C
GATX211029	C
GATX211030	C
GATX211031	C
GATX211032	C
GATX211033	C
GATX211034	C
GATX211035	C
GATX211036	C
GATX211037	C

Car Number - Operating	Basic Group
GATX211038	C
GATX211039	C
GATX211040	C
GATX211041	C
GATX211042	C
GATX211043	C
GATX211044	C
GATX211045	C
GATX211046	C
GATX211047	C
GATX211048	C
GATX211049	C
GATX211050	C
GATX211051	C
GATX211052	C
GATX211053	C
GATX211054	C
GATX211055	C
GATX211056	C
GATX211057	C
GATX211058	C
GATX211059	C
GATX211060	C
GATX211061	C

Car Number - Operating	Basic Group
GATX211062	C
GATX211063	C
GATX211064	C
GATX211065	C
GATX211066	C
GATX211067	C
GATX211068	C
GATX211069	C
GATX211070	C
GATX211071	C
GATX211072	C
GATX211073	C
GATX211074	C
GATX211075	C
GATX211076	C
GATX211077	C
GATX211078	C
GATX211079	C
GATX211080	C
GATX211081	C
GATX211082	C
GATX211083	C
GATX211084	C
GATX211085	C

Car Number - Operating	Basic Group
GATX211086	C
GATX211087	C
GATX211088	C
GATX211089	C
GATX211090	C
GATX211091	C
GATX211092	C
GATX211093	C
GATX211094	C

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: 12/21/12

Edward M Luria
Edward M. Luria