

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 Supplement No. 1 to Equipment Lease Agreement (GATX Trust No. 2012-2A), dated as of December 21, 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. 2012-2A) being filed with the Board under Recordation Number 30567.

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  
Page 2

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

50 railcars: GATX 211664 – GATX 211713.

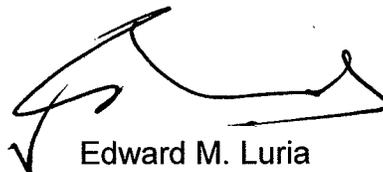
A short summary of the document to appear in the index is:

Memorandum of Supplement No. 1 to Equipment Lease Agreement  
(GATX Trust No. 2012-2A).

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 SUPPLEMENT NO. 1  
TO EQUIPMENT LEASE AGREEMENT  
(GATX TRUST NO. 2012-2A)**

**THIS MEMORANDUM OF LEASE SUPPLEMENT NO. 1 TO EQUIPMENT LEASE AGREEMENT (GATX TRUST NO. 2012-2A)** dated as of December 21, 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**").

WITNESSETH:

The Lessor and the Lessee have entered into that certain Equipment Lease Agreement (GATX Trust No. 2012-2A), dated as of December 21, 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. 2012-2A), dated as of December 21, 2012, whereby certain railroad cars (collectively, the "**Equipment**"), which are set forth in Exhibit A, attached hereto, are made subject to the Lease Agreement.

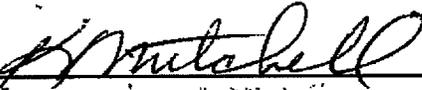
For the purposes of facilitating the execution of this Memorandum, this Memorandum may be executed simultaneously in any number of counterparts, each of which counterparts shall be deemed to be an original, and all of which counterparts shall constitute but one and the same instrument.

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: Eric D. Harkness  
Title: Vice President and Treasurer

**GATX CORPORATION**

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

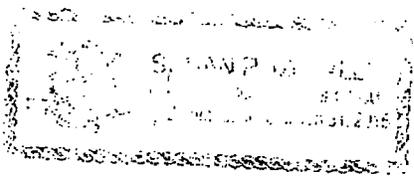
STATE OF Connecticut

COUNTY OF Hartford

On this 20<sup>th</sup> 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 Assistant 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: \_\_\_\_\_



**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 2<sup>th</sup> 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.



My commission expires: \_\_\_\_\_

Lisa M. Ibrahim  
Notary Public

**EXHIBIT A**

<b>Car Number - Operating</b>	<b>Basic Group</b>
GATX211664	B
GATX211665	B
GATX211666	B
GATX211667	B
GATX211668	B
GATX211669	B
GATX211670	B
GATX211671	B
GATX211672	B
GATX211673	B
GATX211674	B
GATX211675	B
GATX211676	B
GATX211677	B
GATX211678	B
GATX211679	B
GATX211680	B
GATX211681	B
GATX211682	B
GATX211683	B

<b>Car Number - Operating</b>	<b>Basic Group</b>
GATX211684	B
GATX211685	B
GATX211686	B
GATX211687	B
GATX211688	B
GATX211689	B
GATX211690	B
GATX211691	B
GATX211692	B
GATX211693	B
GATX211694	B
GATX211695	B
GATX211696	B
GATX211697	B
GATX211698	B
GATX211699	B
GATX211700	B
GATX211701	B
GATX211702	B
GATX211703	B
GATX211704	B
GATX211705	B

<b>Car Number - Operating</b>	<b>Basic Group</b>
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GATX211706	B
GATX211707	B
GATX211708	B
GATX211709	B
GATX211710	B
GATX211711	B
GATX211712	B
GATX211713	B

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