

RECORDATION NO. 25514-N FILED

JAN 12 '10 -8 00 AM

SURFACE TRANSPORTATION BOARD

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

January 12, 2010

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

Re: GATX Trust No. 2005-1C

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Lease Supplement No. 5 (GATX Trust No. 2005-1C), dated as of September 30, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed under Recordation Number 25514.

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

Lessor:	Wells Fargo Bank Northwest, National Association 299 South Main Street, 12 th Floor Salt Lake City, UT 84111
Lessee:	GATX Corporation (successor by merger to GATX Financial Corporation) 500 West Monroe Street Chicago, IL 60661

Section Chief
January 12, 2010
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A description of the railroad equipment covered by the enclosed document is:

22 railcars ADDED within the series GATX 203076 - GATX 203108 as more particularly set forth in the attachment to the document.

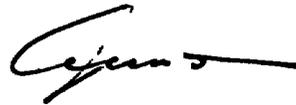
A short summary of the document to appear in the index is:

Lease Supplement No. 5 (GATX Trust No. 2005-1C).

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 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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**LEASE SUPPLEMENT NO. 5
(GATX Trust No. 2005-1C)**

SURFACE TRANSPORTATION BOARD

This Lease Supplement No. 5, dated as of September 30, 2009, between Wells Fargo Bank Northwest, National Association, not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("Lessor"), and GATX Corporation, a New York corporation, successor by merger to GATX Financial Corporation, a Delaware corporation ("Lessee");

WITNESSETH:

The Lessor and the Lessee have heretofore entered into that certain Equipment Lease Agreement (GATX Trust No. 2005-1C) dated as of March 23, 2005, (the "Lease"). The terms used herein are used with the meanings specified in the Lease.

The Lease provides for the execution and delivery of one or more Lease Supplements substantially in the form hereof for, among other things, the purpose of particularly describing all Replacement Units to be leased to the Lessee in substitution for Units of Equipment previously leased to Lessee, which previously leased Units Lessee has elected to replace pursuant to Section 8.4 of the Lease.

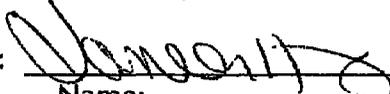
Now, therefore, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, the Lessor and the Lessee hereby agree as follows:

1. Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease as herein supplemented, the Units described in Schedule 1 hereto.
2. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein.
3. To the extent that this Lease Supplement constitutes chattel paper (as each term is defined in the Uniform Commercial Code) no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart hereof other than the counterpart bearing the receipt therefor executed by the Indenture Trustee or the signature page hereof, which counterpart shall constitute the only "original" hereof for purposes of the Uniform Commercial Code.

4. This Lease Supplement shall be governed by and construed in accordance with the internal laws and decisions of the State of New York, *provided, however*, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or regulation.
5. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

Wells Fargo Bank Northwest, National Association,
not in its individual capacity except as expressly provided
herein, but solely as Owner Trustee

By: 
Name: **Jansen R. Higgs**
Title: **Vice President**

GATX Corporation, successor by merger to
GATX Financial Corporation

By: 
Name: William M. Muckian
Title: Senior Vice President, Controller &
Chief Accounting Officer

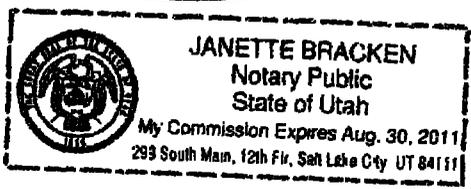
State of Utah)
) SS
County of Salt Lake)

On this 7 day of January, 2009, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he/she is a Janeen R Higgs ~~Vice President~~ of Wells Fargo Bank Northwest, National Association, 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 

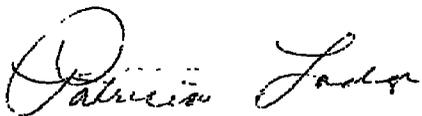
[Notarial Seal]

My commission expires:



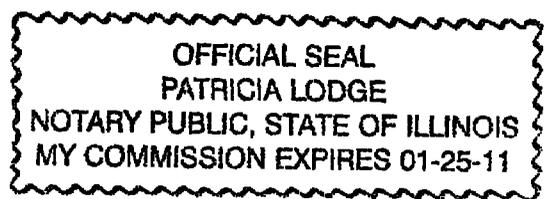
State of Illinois)
) SS
County of Cook)

On this 30th day of September, 2009, before me personally appeared William M. Muckian, to me personally known, who being by me duly sworn, says that he is Senior Vice President, Controller & Chief Accounting Officer of GATX Corporation, a New York corporation, successor by merger to GATX Financial Corporation, a Delaware corporation, 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

[Notarial Seal]

My commission expires:



SCHEDULE 1

REPLACEMENT UNITS

GATX 203076
GATX 203077
GATX 203078
GATX 203079
GATX 203080
GATX 203081
GATX 203082
GATX 203084
GATX 203090
GATX 203094
GATX 203095
GATX 203096
GATX 203097
GATX 203100
GATX 203101
GATX 203102
GATX 203103
GATX 203104
GATX 203105
GATX 203106
GATX 203107
GATX 203108

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: 1/12/2010



Robert W. Alvord