

RECORDATION NO. 20244 - HHH
FILED

APR 13 '10 -1 30 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, D C

SURFACE TRANSPORTATION BOARD

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

20036

OF COUNSEL
URBAN A LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL: alvordlaw@aol.com

April 13, 2010

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. 15 (GATC Trust No. 96-1), dated as of March 16, 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 (GATC Trust No. 96-1) and related documents previously filed with the Board under Recordation Number 20244.

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

Indenture Trustee: The Bank of New York Mellon Trust Company,
N.A., successor-in-interest to JP Morgan Trust
Company, N.A., successor-in-interest to
Bank One, NA
1 Bank One Plaza
Chicago, Illinois 60670

Owner Trustee: Wells Fargo Bank Northwest, National
Association
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111

Section Chief
April 13, 2010
Page 2

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

Railcars have been remarked and numbered within the series GACX 5727 - GACX 5823 (previously marked within the series DME 5727 - DME 5823) as more particularly set forth in the attachment to the document.

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

Trust Indenture Supplement No. 15 (GATC Trust No. 96-1).

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 the enclosed document to the undersigned

Very truly yours,



Robert W Alvord

RWA/sem
Enclosures

APR 13 '10 -1 30 PM

**TRUST INDENTURE SUPPLEMENT NO. 15
(GATC Trust No. 96-1)**

SURFACE TRANSPORTATION BOARD

This Indenture Supplement No. 15 (GATC Trust No. 96-1) dated March 16, 2010 (this "Indenture Supplement"), by and between Wells Fargo Bank Northwest, N.A., not in its individual capacity but solely as trustee (the "Owner Trustee") under the Trust Agreement (GATC Trust No. 96-1) dated as of August 28, 1996 (the "Trust Agreement"), between the Owner Trustee in its individual capacity, and Dreyfus Service Corporation c/o Mellon Financial Services Corporation #4, as Owner Participant; and The Bank of New York Mellon Trust Company, N.A., successor-in-interest to J.P. Morgan Trust Company, N.A., successor-in-interest to Bank One, National Association, successor-in-interest to The First National Bank of Chicago, as Indenture Trustee (the "Indenture Trustee")

WITNESSETH:

WHEREAS, the Trust Indenture and Security Agreement (GATC Trust No. 96-1) dated as of August 28, 1996, as amended and supplemented, (the "Indenture"), between the Owner Trustee and the Indenture Trustee and The Bank of New York Mellon Trust Company, N.A., successor-in-interest to J.P. Morgan Trust Company, N.A , successor-in-interest to Bank One, National Association, successor-in-interest to The First National Bank of Chicago, as Indenture Trustee (the "Indenture Trustee"), provides that the Equipment (as defined in the Lease) is covered by the Trust Agreement and subject to pledge or mortgage under the Indenture described in the Lease; and

WHEREAS, the Lease, as heretofore supplemented, has been amended to change the reporting marks of certain Units of Equipment as described on Lease Supplement No. 15, attached hereto and made a part hereof; and

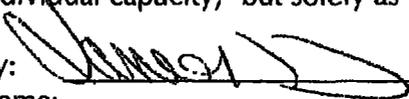
NOW, THEREFORE, the reporting marks of the Equipment included in this Indenture are hereby changed to the reporting marks shown on Schedule A to Lease Supplement No. 15, a copy of which Schedule is attached hereto.

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 and the Indenture 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.

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

Wells Fargo Bank Northwest, N.A., not in its individual capacity, but solely as Owner Trustee

By: 
Name: _____
Title: Janeen R. Higgs
Vice President

The Bank of New York Mellon Trust Company, N.A., successor-in-interest to J.P. Morgan Trust Company, N.A. successor-in-interest to Bank One Trust Company, NA, successor-in-interest to The First National Bank of Chicago, not in its individual capacity, but solely as Indenture Trustee

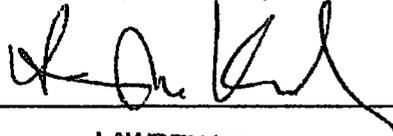
By: _____
Name: _____
Title: _____

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

Wells Fargo Bank Northwest, N.A., not in its individual capacity, but solely as Owner Trustee

By: _____
Name: _____
Title: _____

The Bank of New York Mellon Trust Company, N.A., successor-in-interest to J.P. Morgan Trust Company, N.A. successor-in-interest to Bank One Trust Company, NA, successor-in-interest to The First National Bank of Chicago, not in its individual capacity, but solely as Indenture Trustee

By: 
Name: _____
Title: **LAWRENCE M. KUSCH**
VICE PRESIDENT

State of Utah)
) SS
County of Salt Lake)

On this 12 day of April, 2010, before me personally appeared Janeen R Higgs, to me personally known, who being by me duly sworn, say that he/she is a Vice President of Wells Fargo Bank Northwest, N.A., that said instrument was signed on such date 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.

Notary Public

[Notarial Seal]

My commission expires:



State of Illinois)
) SS
County of Coo)

On this _____ day of _____, 2010, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he/she is _____ of The Bank of New York Mellon Trust Company, N.A., successor-in-interest to J.P. Morgan Trust Company, N.A. 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/she 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 Utah)
) SS
County of Salt Lake)

On this ___ day of _____, 2010, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he/she is a _____ of Wells Fargo Bank Northwest, N.A., that said instrument was signed on such date 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.

Notary Public

[Notarial Seal]

My commission expires:

State of Illinois)
) SS
County of Cook)

On this 20th day of March, 2010, before me personally appeared LAWRENCE M. KUSCH, to me personally known, who being by me duly sworn, say that he/she is Vice President of The Bank of New York Mellon Trust Company, N.A., successor-in-interest to J.P. Morgan Trust Company, N.A. 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/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

T Mosterd
Notary Public

[Notarial Seal]



My commission expires: 1/22/2013

SCHEDULE A

Basic Group	Functional Group	Description	DOT Class	Old Markings	New Markings	Product Code
I	E	Freight Car	AAR L/O	DME 005727	GACX005727	CHL0004
I	E	Freight Car	AAR L/O	DME 005728	GACX005728	CHL0004
I	E	Freight Car	AAR L/O	DME 005732	GACX005732	CHL0004
I	E	Freight Car	AAR L/O	DME 005734	GACX005734	CHL0004
I	E	Freight Car	AAR L/O	DME 005736	GACX005736	CHL0004
I	E	Freight Car	AAR L/O	DME 005737	GACX005737	CHL0004
I	E	Freight Car	AAR L/O	DME 005738	GACX005738	CHL0004
I	E	Freight Car	AAR L/O	DME 005740	GACX005740	CHL0004
I	E	Freight Car	AAR L/O	DME 005746	GACX005746	CHL0004
I	E	Freight Car	AAR L/O	DME 005747	GACX005747	CHL0004
I	E	Freight Car	AAR L/O	DME 005748	GACX005748	CHL0004
I	E	Freight Car	AAR L/O	DME 005751	GACX005751	CHL0004
I	E	Freight Car	AAR L/O	DME 005752	GACX005752	CHL0004
I	E	Freight Car	AAR L/O	DME 005755	GACX005755	CHL0004
I	E	Freight Car	AAR L/O	DME 005756	GACX005756	CHL0004
I	E	Freight Car	AAR L/O	DME 005757	GACX005757	CHL0004
I	E	Freight Car	AAR L/O	DME 005759	GACX005759	CHL0004
I	E	Freight Car	AAR L/O	DME 005763	GACX005763	CHL0004
I	E	Freight Car	AAR L/O	DME 005768	GACX005768	CHL0004
I	E	Freight Car	AAR L/O	DME 005769	GACX005769	CHL0004
I	E	Freight Car	AAR L/O	DME 005770	GACX005770	CHL0004
I	E	Freight Car	AAR L/O	DME 005772	GACX005772	CHL0004
I	E	Freight Car	AAR L/O	DME 005773	GACX005773	CHL0004
I	E	Freight Car	AAR L/O	DME 005774	GACX005774	CHL0004
I	E	Freight Car	AAR L/O	DME 005775	GACX005775	CHL0004
I	E	Freight Car	AAR L/O	DME 005776	GACX005776	CHL0004
I	E	Freight Car	AAR L/O	DME 005779	GACX005779	CHL0004
I	E	Freight Car	AAR L/O	DME 005783	GACX005783	CHL0004
I	E	Freight Car	AAR L/O	DME 005784	GACX005784	CHL0004
I	E	Freight Car	AAR L/O	DME 005788	GACX005788	CHL0004
I	E	Freight Car	AAR L/O	DME 005789	GACX005789	CHL0004
I	E	Freight Car	AAR L/O	DME 005790	GACX005790	CHL0004
I	E	Freight Car	AAR L/O	DME 005791	GACX005791	CHL0004
I	E	Freight Car	AAR L/O	DME 005792	GACX005792	CHL0004
I	E	Freight Car	AAR L/O	DME 005794	GACX005794	CHL0004
I	E	Freight Car	AAR L/O	DME 005795	GACX005795	CHL0004
I	E	Freight Car	AAR L/O	DME 005796	GACX005796	CHL0004
I	E	Freight Car	AAR L/O	DME 005800	GACX005800	CHL0004
I	E	Freight Car	AAR L/O	DME 005801	GACX005801	CHL0004
I	E	Freight Car	AAR L/O	DME 005803	GACX005803	CHL0004
I	E	Freight Car	AAR L/O	DME 005807	GACX005807	CHL0004
I	E	Freight Car	AAR L/O	DME 005808	GACX005808	CHL0004
I	E	Freight Car	AAR L/O	DME 005811	GACX005811	CHL0004
I	E	Freight Car	AAR L/O	DME 005814	GACX005814	CHL0004
I	E	Freight Car	AAR L/O	DME 005816	GACX005816	CHL0004

I	E	Freight Car	AAR L/O	DME 005820	GACX005820	CHL0004
I	E	Freight Car	AAR L/O	DME 005821	GACX005821	CHL0004
I	E	Freight Car	AAR L/O	DME 005823	GACX005823	CHL0004

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: 4/13/10



Robert W. Alvord