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

December 7, 1999

RECORDATION NO. 19609-CC, DD, EE FILED

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

DEC 8 '99 5-15 PM

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are five (5) copies each of the following documents: Lease Supplement No. 11, Trust Indenture Supplement No. 11 and Bill of Sale and Partial Release.

The enclosed documents relate to the Equipment Lease Agreement (GATC 95-2) previously filed with the Commission under Recordation Number 19609.

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

Lease Supplement No. 11

Lessor: State Street Bank and Trust Company
225 Franklin Street
Boston, Massachusetts 02101

Lessee: General American Transportation Corporation
500 West Monroe Street
Chicago, Illinois 60661

Mr. Vernon A. Williams
December 7, 1999
Page 2

Trust Indenture Supplement No. 11
Bill of Sale and Partial Release

Owner Trustee: State Street Bank and Trust Company
225 Franklin Street
Boston, Massachusetts 02101

Indenture Trustee: First National Bank of Chicago
One First National Plaza
Chicago, Illinois 60670

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

Railcars GATX 9594 and 9576 are deleted from, and railcars GATX
62264 and 62265 are added to, the Lease and Indenture

Also enclosed is a check in the amount of \$78.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of each of the enclosed documents to the
undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

DEC 8 '99

5-15 PM

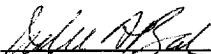
BILL OF SALE AND PARTIAL RELEASE

State Street Bank and Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 95-2 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 95-2) dated as of September 12, 1995 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee") does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GATX 009594 and GATX 009576 (the "Units") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

Bank One Trust Company, NA, as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 95-2) dated as of September 12, 1995 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: November 8, 1999

State Street Bank and Trust Company,
not in its individual capacity, but solely
as Owner Trustee

By: 
Title: **ASSISTANT VICE PRESIDENT**

Bank One Trust Company, NA, not in
its individual capacity, but solely as
Indenture Trustee

By: _____
Title: _____

BILL OF SALE AND PARTIAL RELEASE

State Street Bank and Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 95-2 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 95-2) dated as of September 12, 1995 (the "Lease") between the Lessor and General American Transportation Corporation (the "Lessee") does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GATX 009594 and GATX 009576 (the "Units") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

Bank One Trust Company, NA, as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 95-2) dated as of September 12, 1995 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: November 8, 1999

State Street Bank and Trust Company,
not in its individual capacity, but solely
as Owner Trustee

By: _____
Title: _____

Bank One Trust Company, NA, not in
its individual capacity, but solely as
Indenture Trustee

By: *M. J. Frye*
Title: Asst. Vice President

State of Massachusetts)
) SS
County of Suffolk)

On this 10 day of November, 1999, before me personally appeared Julie A. Balerna, to me personally known, who being by me duly sworn, say that he/she ~~Assistant Vice President~~ of State Street Bank and Trust Company, 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:

JUAREZ CORRALES
Notary Public
My Commission Expires July 26, 2002

State of Illinois)
) SS
County of Cook)

On this _____ day of _____, 1999, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he/she is _____ of 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 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 Massachusetts)
) SS
County of Suffolk)

On this _____ day of _____, 1999, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he/she is _____ of State Street Bank and Trust Company, 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 19th day of November, 1999, before me personally appeared **Mark J. Frye**, to me personally known, who being by me duly sworn, say that he/she is **Asst. Vice President** of 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 acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

