

Mr. Vernon A. Williams
September 29, 1997
Page 2

A → Trust Indenture and Security Agreement
C → Trust Indenture Supplement No. 1
(GATC Trust No. 97-1)

Owner Trustee: State Street Bank and Trust Company - A & C
Of Connecticut, N.A.
225 Franklin Street
Boston, Massachusetts 02110

Indenture Trustee: The First National Bank of Chicago
One First National Plaza, Suite 0126
Chicago, Illinois 60670-0126

Memorandum of Collateral Agency and
Intercreditor Agreement - D

Company: General American Railcar Corporation
500 West Monroe Street
Chicago, Illinois 60601

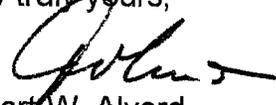
Buyer: The First National Bank of Chicago
One First National Plaza, Suite 0126
Chicago, Illinois 60670-0126

A description of the railroad equipment covered by the enclosed documents is attached as Schedule I to Lease Supplement No. 1.

Also enclosed is a check in the amount of \$120.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,


Robert W. Alvord

RWA/bg
Enclosures

LEASE SUPPLEMENT NO. 1
(Trust No. 97-1)

RECORDATION NO. 20895-B FILED

SEP 30 '97

10-50 AM

This Lease Supplement No. 1, dated as of September 30, 1997, between State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("*Lessor*"), and General American Railcar Corporation, a Delaware corporation ("*Lessee*");

Witnesseth:

Lessor and Lessee have heretofore entered into that certain Equipment Lease Agreement (Trust No. 97-1) dated as of September 24, 1997 (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 or a portion of the Units of Equipment to be leased to Lessee under the Lease.

Now, Therefore, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, Lessor and 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 such 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 on 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.
5. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together constituting one and the same instrument.

IN WITNESS WHEREOF, Lessor and 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.

STATE STREET BANK AND TRUST COMPANY
OF CONNECTICUT, NATIONAL ASSOCIATION
not in its individual capacity but solely as Owner Trustee

By: 

Name:

Title:

Alison Della Bella
Assistant Secretary

GENERAL AMERICAN RAILCAR CORPORATION

By: _____

Name:

Title:

IN WITNESS WHEREOF, Lessor and 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.

STATE STREET BANK AND TRUST COMPANY
OF CONNECTICUT, NATIONAL ASSOCIATION
not in its individual capacity but solely as Owner Trustee

By: _____
Name:
Title:

GENERAL AMERICAN RAILCAR CORPORATION

By: _____
Name: *Brian Keane*
Title: *Treasurer*

State of)
) SS
County of)

On this ____ day of September, 1997, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he is _____ of State Street Bank and Trust Company of Connecticut, 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.

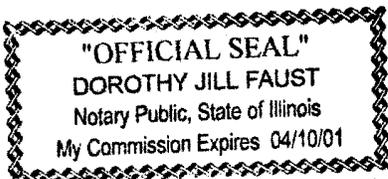
Notary Public

[Notarial Seal]

My commission expires:

State of)
) SS
County of)

On this 25 day of September, 1997, before me personally appeared Brian Kenney, to me personally known, who being by me duly sworn, say that he is the Treasurer of General American Railcar 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.



[Notarial Seal]

My commission expires:

Dorothy Jill Faust
Notary Public

Schedule 1

Product Code	Description	DOT Class	Number of Cars	Car Numbers
Equipment Group 1				
ASL0004	5125 Power Flo	Power Flow 110 Ton	31	GPFX010905 GPFX010962 - GPFX011015 - GPFX011021 - GPFX011033 GPFX011046 - GPFX011085 - GPFX011151 GPFX011154 GPFX011156 GPFX011170 GPFX011172 - GPFX011175 -
				GPFX010983 GPFX011018 GPFX011024 GPFX011046 GPFX011089
GSL0001	Miscellaneous Large Steel Tank Car	DOT 111A100-W-1	10	GATX0615882 - GATX074051 -
				GATX051588 GATX074055
GSL0002	Miscellaneous Large Alloy Tank Car	DOT 111A100-W-6	15	GATX066711 - GATX070726 -
				GATX066714 GATX070736
GSL0006	13,000 gallon NC/INS	DOT 111A100-W-1	3	GATX065701 -
				GATX065703
GSL0010	16,000 gallon OSC/INS	DOT 111A100-W-1	50	GATX073951 - GATX073981 - GATX074001 - GATX074111 - GATX074151 -
				GATX073956 GATX073989 GATX074006 GATX074112 GATX074157

Product Code	Description	DOT Class	Number of Cars	Car Numbers	
GSL0015	20,000 gallon OSCI/INS	DOT 111A100-W-1	189	GATX031917	GATX031273
				GATX032068	GATX031415
				GATX031401	
				GATX031417	
				GATX031471	GATX031479
				GATX031482	GATX031407
				GATX031486	GATX031501
				GATX031506	GATX031511
				GATX031514	
				GATX031516	GATX031521
				GATX031654	GATX031658
				GATX031664	GATX031888
				GATX031670	GATX031673
				GATX031676	
				GATX031678	GATX031690
				GATX031697	
				GATX031899	GATX031702
				GATX031701	GATX031710
GATX031704	GATX031727				
GATX031716	GATX031743				
GATX031738	GATX031752				
GATX031746	GATX031770				
GATX031766	GATX031787				
GATX031776	GATX031797				
GATX031792	GATX031817				
GATX031814	GATX031932				
GATX031818	GATX031957				
GATX031855	GATX031965				
GATX031864	GATX031986				
GATX031981	GATX032326				
GATX032320					
GSL0016	23,000 gallon OSCI/INS	DOT 111A100-W-1	148	GATX051556	GATX051558
				GATX086648	GATX086550
				GATX087201	GATX087214
				GATX087271	GATX087287
				GATX087860	GATX087861
				GATX087872	GATX087873
				GATX088851	GATX088853
				GATX088882	
				GATX070461	GATX070474
				GATX070540	GATX070546
				GATX070792	GATX070798
				GATX070836	GATX070841
				GATX071272	
				GATX051572	GATX051677
				GATX067191	GATX067196
				GATX067231	GATX067237
				GATX067953	
				GATX067969	GATX067970
GATX067977	GATX067979				
GATX070527	GATX070531				
GATX070751	GATX070764				
GATX070826	GATX070831				
GATX070851	GATX070867				
GATX031981	GATX031982				
GATX031978					
GATX031916					
GATX031758					

Product Code	Description	DOT Class	Number of Cars	Car Numbers
GSL0017	28,000 gallon	DOT 111A100-W-1	6	GATX086875 - GATX095680
GSL0019	29,000 gallon N/C/N1	DOT 111A100-W-1	75	GATX080301 - GATX080401, GATX080421 - GATX080438, GATX080451 - GATX080611 - GATX080638 - GATX080317, GATX080428, GATX080456, GATX080821 GATX080639, GATX080328 - GATX080408 - GATX080438 GATX080441 - GATX080461 - GATX080402 GATX080330 GATX080414 GATX080445 GATX080402 GATX080685
GSL0021	Compartment Car	DOT 111A100-W-1	1	GATX010535
GSL0023	25,000 gallon OSC/INS	DOT 111A100-W-1	88	GATX053512 - GATX053518 - GATX053529 - GATX095538 - GATX095624 - GATX053514 GATX053538, GATX053987, GATX095547, GATX095640, GATX053557 GATX053574 - GATX095558 - GATX098191 - GATX053686 GATX095563 GATX098196
GSL0026	28,000 gallon OSC/INS	DOT 111A100-W-1	17	GATX053477 - GATX053484, GATX053492 - GATX053500
OFL0004	6851 Plastic Pallet	COVERED HOPPER	324	GPLX075004 - GPLX075081 - GPLX075153 - GPLX075180 - GPLX075374 - GPLX075382 - GPLX075394 - GPLX075405 - GPLX075429 - GPLX075500 - GPLX075550 - GPLX075650 - GPLX075667 - GPLX075750 - GPLX075777 - GPLX075020, GPLX075076, GPLX075154, GPLX075179, GPLX075377, GPLX075383, GPLX075386 GPLX075401 - GPLX075412 - GPLX075450 - GPLX075524 - GPLX075600 - GPLX075852, GPLX075889 GPLX075770 - GPLX075850 - GPLX075895 GPLX075421 GPLX075478 GPLX075525 GPLX075628 GPLX075895 GPLX075775 GPLX075874

Product Code	Description	DOT Class	Number of Cars	Car Numbers
OFL0006	5161 Covered Hopper	COVERED HOPPER	405	GACX008023 -
				GACX008376,
				GACX008433 -
				GACX008449 -
				GACX008478 -
				GACX008497 -
				GACX008674,
				GACX007205 -
				GACX008034,
				GACX008384,
OFS0001	Miscellaneous Small Freight	COVERED HOPPER	7	GACX003187 -
				GACX003353
				GACX008243 -
				GACX008423,
				GACX008437 -
				GACX008480,
				GACX008482,
				GACX008522,
				GACX007207
				GACX008676 -
OFS0001	Miscellaneous Small Freight	COVERED HOPPER	7	GACX003199,
				GACX003347 -
				GACX003349
				GACX006374