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OF COUNSEL  
URBAN A. LESTER

May 27, 1999

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

RECORDATION NO. 20895-H,I,J FILED

MAY 27 '99 11-30AM

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are five (5) copies of each of the following secondary documents: Lease Supplement No. 3 (GARC Trust No. 97-1); Trust Indenture Supplement No. 3 (GARC Trust No. 97-1); and a Bill of Sale and Partial Release.

The enclosed documents relate to the Equipment Lease Agreement (GARC No. 97-1) and secondary documents related thereto which were previously filed with the Board under Recordation Number 20895.

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

H → Lease Supplement No. 3

Lessor: State Street Bank and Trust Company  
of Connecticut, N.A.  
225 Franklin Street  
Boston, Massachusetts 02110

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

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I → Trust Indenture Supplement No. 3  
J → Bill of Sale and Partial Release

Owner Trustee: State Street Bank and Trust Company  
of Connecticut, N.A.  
225 Franklin Street  
Boston, Massachusetts 02110

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

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

the one (1) railcar being ADDED to the Lease and Trust Indenture is:

GACX 006043

the one (1) railcar being DELETED from the Lease and Trust Indenture is:

GACX 006402

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 one stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

**LEASE SUPPLEMENT NO. 3**  
**(GARC Trust No 97-1)**

MAY 27 '99

11-30AM

This Lease Supplement No.2, dated as of April 29, 1999, between State Street Bank and Trust Company of Connecticut N.A., not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("Lessor"), and General American Railcar Corporation, a New York corporation ("Lessee");

Witnesseth:

The Lessor and the Lessee have heretofore entered into that certain Equipment Lease Agreement (GARC 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.

After the parties entered into the Lease, Lessee was notified that one Unit covered by the Lease was destroyed prior to the date of the Lease. Accordingly, a Lease Supplement shall be executed and delivered to particularly describe the replacement unit (the "Replacement Unit") to be leased to the Lessee in substitution for the destroyed Unit included in the Lease.

Now, therefore, in consideration of the premises and other good and sufficient consideration, 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 Unit 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 for 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.

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.

State Street Bank and Trust Company of  
Connecticut N.A., not in its  
individual capacity but solely as Owner Trustee

By:   
Name: Alison Della Bella  
Title: Assistant Vice President

General American Railcar Corporation

By:   
Name: Donald J. Schaffer  
Title: Vice President

*Commonwealth of* MASSACHUSETTS  
~~State of Connecticut~~ )  
 ) SS  
County of SUFFOLK )

On this \_\_\_\_ day of \_\_\_\_\_, 1999, before me personally appeared ALISON DELLA BELLA to me personally known, who being by me duly sworn, say that he/she is ASSISTANT VICE PRESIDENT of State Street Bank and Trust Company of Connecticut N.A., 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 4<sup>th</sup> day of May 1999, before me personally appeared Donald J. Schaffer, to me personally known, who being by me duly sworn, say that he is Vice President 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.

*Patricia Lodge*  
Notary Public

[Notarial Seal]

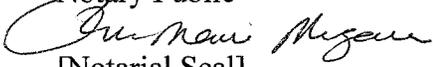
My commission expires:



Commonwealth of Massachusetts )  
 ) SS  
County of Suffolk )

On this 11<sup>th</sup> day of May, 1999, before me personally appeared Alison Della Bella, to me personally known, who being by me duly sworn, say that ~~he~~she is Assistant Vice President of State Street Bank and Trust Company of Connecticut N.A., 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:

**ROSE MARIE MOGAURO**  
Notary Public  
My Commission Expires January 14, 2005

State of Illinois )  
 ) SS  
County of Cook )

On this \_\_\_\_\_ day of April 1999, before me personally appeared Donald J. Schaffer, to me personally known, who being by me duly sworn, say that he is Vice President of General American Railcar Corporation, that said instrument was signed on such date no 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**

Car Type

DOT Class

Car Marking

C114

AAR L/O

GACX 006043

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