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RECORDATION NO. \_\_\_\_\_ FILED 1425

AUG 16 1994 - 10 50 AM

LEASE SUPPLEMENT NO. II  
(GATC Trust No. 94-1)

RECORDED

This Lease Supplement No. II, dated as of August 16, 1994, between State Street Bank and Trust Company, a Massachusetts banking corporation, not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("*Lessor*"), and General American Transportation Corporation, a New York corporation ("*Lessee*");

Witnesseth:

The Lessor and the Lessee have heretofore entered into that certain Equipment Lease Agreement (GATC Trust No. 94-1) dated as of August 9, 1994 (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 the Lessee under the Lease.

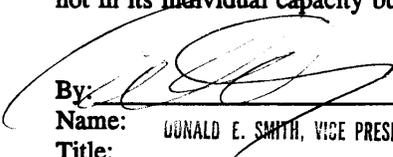
Now, Therefore, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, the Lessor and the Lessee hereby agree as follows:

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 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; *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.

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

By: 

Name: DONALD E. SMITH, VICE PRESIDENT

Title:

General American Transportation Corporation

By: \_\_\_\_\_

Name:

Title:

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,  
not in its individual capacity but solely as Owner Trustee

By: \_\_\_\_\_  
Name:  
Title:

General American Transportation Corporation

By: Melvin D. Kusta  
Name: Melvin D. Kusta  
Title: Controller

State of CONNECTICUT  
 )  
 ) SS  
County of HARTFORD

On this 16 day of August, 1994, before me personally appeared DONALD E. SMITH, to me personally known, who being by me duly sworn, say that he is 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.

*Michael P. Rotondo*

Notary Public

[Notarial Seal]

My commission expires: MICHAEL P. ROTONDO  
NOTARY PUBLIC  
MY COMMISSION EXPIRES OCT. 31, 1995

State Illinois )  
 )  
 ) SS  
County of Cook )

On this 16th day of August, 1994, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, say that he is \_\_\_\_\_ of General American Transportation 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:



GENERAL AMERICAN TRANSPORTATION CORPORATION  
 GATC TRUST NUMBER 94-1

SCHEDULE 1

BASIC GROUP II-GENERAL SERVICE TANK CARS:

FUNC TONAL GROUP	DESCRIPTION	DOT CLASS	NUMBER OF CARS	CAR NUMBERS
C	MISC LARGE ALLOY	111-A-60-AL-W-1	86	GATX 30801-30820,30822-30828,70880,70881,70883-70888,70890,70892-70899, 70905-70907,70909-70924,78563-78585
F	13,000 GALLON NCI	111-A-100-W-1	135	GATX 65005-65014,65050-65174
G	20,000 GALLON OSCA	111-A-100-W-1	134	GATX 27250,37200-37254,37358-37406,37408-37411,37413-37427,38151-38160
H	23,000 GALLON OSCA	111-A-100-W-1	1015	GATX 37521-37600,37699,37813,37814,37883-37893,37895-37898,67495-67537, 67540-67560,67562-67650,67701-67775,67824,67835-67859,67862, 67865-67894,68276-68320,68323-68390,68451,68452,68455-68539, 68541-68562,68616-68625,88601-88685,88751-88900,89022, 89024-89078,89080-89188
I	26,000 GALLON NCI	111-A-100-W-1	24	GATX 53832-53855
J	26,000 GALLON ISCNI	111-A-100-W-1	48	GATX 53807-53831,53856-53861,54246-54257,54263-54267
K	29,000 GALLON NCI	111-A-100-W-1	171	GATX 02601-02640,29563-29572,29574-29597,79501-79521,79523-79544, 79546-79550,79741-79760; PSPX 28506-28516,28520-28537
L	25,000 GALLON OSCA	111-A-100-W-1	111	GATX 53767-53806,54274-54344
TOTAL			1724	