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

RECORDATION NO. 19532-D, E, F
FILED

OCT 17 97 12-15 PM

OF COUNSEL
URBAN A. LESTER

October 17, 1997

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

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 secondary documents: (1) Lease Supplement No. 2, dated as of July 14, 1997; (2) Trust Indenture Supplement No. 3, dated July 14, 1997; and (3) Bill of Sale and Partial Release, dated July 14, 1997.

The enclosed documents relate to the Equipment Lease Agreement (GATC 95-1A), and secondary documents related thereto which were previously filed with the Commission under Recordation Number 19532.

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

Lease Supplement No. 2

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

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RECEIVED
SURFACE TRANSPORTATION BOARD

Quantity 5 to State Street Bank

Vernon A. Williams
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Trust Indenture Supplement No. 3
and Bill of Sale and Partial Release

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

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:

railcars GPFX 10765, GPFX 10780 and GPFX 10746 are deleted from,
and railcars GPFX 11012, GPFX 11013 and GPFX 11014 are added to,
the Lease and Trust Indenture

Also enclosed is a check in the amount of \$72.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

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

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

**LEASE SUPPLEMENT NO.2
(GATC Trust No 95-1A)**

OCT 17 '97

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This Lease Supplement No. 2, dated as of July 14, 1997, between State Street Bank and Trust Company, a Delaware 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. 95-1A) dated as of July 14, 1995 (the "Lease"). The terms used herein are used with the meanings specified in the Lease.

The Lease provides for the execution and delivery of a Lease Supplement substantially in the form hereof for, among other things, the purpose of particularly describing the Replacement Units to be leased to the Lessee in substitution for damaged or destroyed equipment previously leased to Lessee.

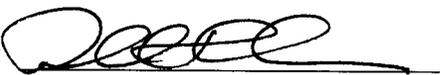
Now, therefore, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, the Lessor and the Lessee hereby agree as follows:

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 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.
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.

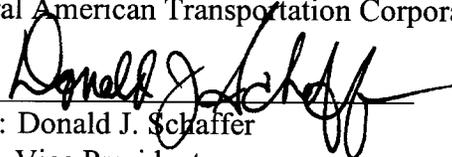
State Street Bank and Trust Company, not in its individual capacity but solely as Owner Trustee

By: 

Name: Patrick E. Thebado

Title: Assistant Vice President

General American Transportation Corporation

By: 

Name: Donald J. Schaffer

Title: Vice President

State of Massachusetts)
) SS
County of Suffolk)

On this 1st day of October, 1997, before me personally appeared Patrick E. Thebado, to me personally known, who being by me duly sworn, say that he is 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.

Daniel Golden
Notary Public

[Notarial Seal]

My commission expires:

DANIEL GOLDEN
Notary Public
My Commission Expires June 26, 1998

State of Illinois)
) SS
County of Cook)

On this 15th day of October, 1997, 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 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.

Lisa M. Ibarra
Notary Public

[Notarial Seal]

My commission expires:



SCHEDULE 1

Description	DOT Class	Car Marking
Freight Car	AAR L/O	GPFX 11012
Freight Car	AAR L/O	GPFX 11013
Freight Car	AAR L/O	GPFX 11014

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