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ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

February 5, 1999

RECORDATION NO. 19609-K, L, M, N, O, P
FILED

FEB 5 '99

11-30 AM

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 four (4) copies each of the following documents: Lease Supplements No. 4 and 5, Indenture Supplements No. 4 and 5 and Bills of Sale and Partial Releases.

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 Supplements No. 4 and 5

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

Counterparts - J.A.

Mr. Vernon A. Williams
February 5, 1999
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Trust Indenture Supplements No. 4 and 5.
Bills of Sale and Partial Releases

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 GACX 5715 and GATX 67403 are being replaced by railcars
GACX 5890 and GATX 89713

Also enclosed is a check in the amount of \$156.00 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

FEB 5 '99 11-30 AM

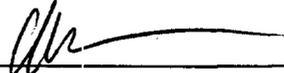
BILL OF SALE AND PARTIAL RELEASE

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 railcar designated as GATX 67403 (the "Unit") "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 Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

First National Bank of Chicago, 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 Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: _____, 199__

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

By: 
Title: ~~ASSISTANT VICE PRESIDENT~~

First National Bank of Chicago, 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 railcar designated as GATX 67403 (the "Unit") "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 Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

First National Bank of Chicago, 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 Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: _____, 199__

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

By: _____
Title: _____

First National Bank of Chicago, as
Indenture Trustee

By: Mal J. Frye
Title: Asst. Vice President

State of Massachusetts)
) SS
County of Suffolk)

On this 24th day of January, 1999, before me personally appeared CHI C. MA, to me personally known, who being by me duly sworn, say that he/she is Asst Vice Pres 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:

JAMES M. COOLIDGE
Notary Public
My Commission Expires June 19, 2003

State of Illinois)
) SS
County of Cook)

On this _____ day of _____, 199_, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he/she is _____ of First National Bank of Chicago, 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 _____, 199_, 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 15th day of January, 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 First National Bank of Chicago, 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 *Anthony Marsh*

[Notarial Seal]

My commission expires:

