

*Counter parts - Edm J M - Lina*

RECORDATION NO. 17913-D, E + F  
FILED 1997  
MAR 11 1997 2:00 PM

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OF COUNSEL  
URBAN A. LESTER

March 11, 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 of each of the following secondary documents: (1) Lease Supplement No. 2, dated as of December 4, 1996; (2) Trust Indenture Supplement No. 2, dated December 4, 1996; and (3) Bill of Sale and Partial Release, dated January 16, 1997.

The enclosed documents relate to the Equipment Lease Agreement (GATC Trust No. 92-1B) and secondary documents related thereto which were previously filed with the Commission under Recordation Number 17913.

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

Lease Supplement No. 2

Lessor: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

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

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**Trust Indenture Supplement No. 2  
and Bill of Sale and Partial Release**

**Owner Trustee:** Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

**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 document is:**

**railcars designated as GACX 10227 and PSPX 01014 are deleted from,  
and railcar PSPX 01038 is 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

MAR 11 1997 2:00 PM

**BILL OF SALE AND PARTIAL RELEASE**

The Wilmington Trust Company, not in its individual capacity, but solely as Trust under GATC Trust 92-1B (the "Lessor") under an Equipment Lease Agreement (GATC Trust 92-1B) dated as of July 1, 1992 (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 railcars designated as GACX 10227 and PSPX 01014 (the "Units") "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 terms under the Lease with respect to the Units and the obligation of the Lease to pay rent for such Units under the Lease has terminated.

The First National Bank of Chicago, as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 92-1B) dated as of July 1, 1992 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: JANUARY 16, 1997

The Wilmington Trust Company,  
not in its individual capacity,  
but solely as Owner Trustee

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

The First National Bank of Chicago,  
as Indenture Trustee

By: [Signature]  
Title: Assistant Vice President

**BILL OF SALE AND PARTIAL RELEASE**

The Wilmington Trust Company, not in its individual capacity, but solely as Trust under GATC Trust 92-1B (the "Lessor") under an Equipment Lease Agreement (GATC Trust 92-1B) dated as of July 1, 1992 (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 railcars designated as GACX 10227 and PSPX 01014 (the "Units") "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 terms under the Lease with respect to the Units and the obligation of the Lease to pay rent for such Units under the Lease has terminated.

The First National Bank of Chicago, as trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 92-1B) dated as of July 1, 1992 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: \_\_\_\_\_, 19\_\_

The Wilmington Trust Company,  
not in its individual capacity,  
but solely as Owner Trustee

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

**BRUCE BISSON**  
**VICE PRESIDENT**

The First National Bank of Chicago,  
as Indenture Trustee

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

State of Illinois )  
 ) SS:  
County of Cook )

On the \_\_\_ day of \_\_\_\_\_, 199\_\_, before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, says that (s)he is a \_\_\_\_\_ of The 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 (s)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 Delaware )  
 ) SS:  
County of New Castle )

On the 21 day of January, 1997, before me personally appeared **BRUCE L. BISSON**, to me known, who being by me duly sworn, says that (s)he is a **Vice President** of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Betty A. Sieracki*

Notary Public

[Notarial Seal]

My commission expires

**BETTY A. SIERACKI**  
**NOTARY PUBLIC**

My commission expires August 9, 1998

State of Illinois )  
 ) SS:  
County of Cook )

On the \_\_\_ day of \_\_\_\_\_, 199\_\_, before me personally appeared Jeffrey L. Kinner to me known, who being by me duly sworn, says that (s)he is a Asst Vice President of The 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 (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Somsri Helmer  
Notary Public



[Notarial Seal]  
My commission expires:

State of Delaware )  
 ) SS:  
County of New Castle )

On the \_\_\_ day of \_\_\_\_\_, 199\_\_, before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, says that (s)he is a \_\_\_\_\_ of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)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: