

RECORDATION NO. 17038- FILED FGH

ALVORD AND ALVORD
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FEB 27 '98

11-40 AM

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February 28, 1998

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

RECEIVED
SURFACE TRANSPORTATION
BOARD
FEB 27 11 38 AM '98

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 January 12, 1996; (2) Supplement No. 1 to Security Agreement, dated March ~~16~~, 1996; and (3) Bill of Sale and Partial Release, dated April 25, 1997.

The enclosed documents relate to the Equipment Lease Agreement (GATC Trust No. 90-1) and secondary documents related thereto which were previously filed with the Commission under Recordation Number 17038.

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

Counterparts - [Signature]

Mr. Vernon A. Williams
February 28, 1998
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Supplement No. 1 to Security Agreement
and Bill of Sale and Partial Release

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

Security Trustee: Harris Trust and Savings Bank
 PO Box 755
 Chicago, Illinois 60690

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

railcars designated as GATX 56741, GATX 56754, GACX 73931, GATX 07339 and GATX 65483 are deleted from, and railcars GATX 23311, GATX 23316, and GACX 74032 are added to, the Lease and Security Agreement.

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 90-1)**

FEB 27 '98

11-40AM

This Lease Supplement No. 2, dated as of January 12, 1996 between Wilmington Trust Company, 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 (GATC Trust No. 90-1) dated as of September 28, 1990 (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 Items of Equipment to be leased to the Lessee in substitution for damaged or destroyed Items of 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 Items of Equipment 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 construed in accordance with the laws of the State of Illinois, without regard to principles of

conflicts of law *provided, however*, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or regulation.

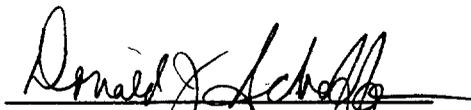
5. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

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.

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

By: 
Name: EDWARD L. TRUITT, JR.
Title: Financial Services Officer

General American Transportation Corporation

By: 
Name: Donald J. Schaffer
Title: VP Finance and CFO

State of Delaware)
) SS
County of New Castle)

On this 27 day of January, 1996 before me personally appeared Edward J. Smith Jr., to me personally known, who being by me duly sworn, say that he is Finance Officer 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public Cheryl Ann MacNeill
[Notarial Seal] **CHERYL ANN MACNEILL**
NOTARY PUBLIC

My commission expires: November 2, 1997

State of Illinois)
) SS
County of Cook)

On this 12th day of January, 1996, before me personally appeared Donald J. Schaffar me personally known, who being by me duly sworn, say that he is VP Finance & CFO 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 Lisa M Ibarra
[Notarial Seal] **OFFICIAL SEAL**
LISA M IBARRA
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES: 06/04/98

My commission expires: 6/4/98

SCHEDULE 1

<u>Description</u>	<u>DOT Class</u>	<u>Car Marking</u>
Tank Car	111A100-W-1	GATX 23311
Tank Car	111A100-W-1	GATX 23316
Freight Car	AARL/O	GACX 74032