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SUSAN G. LICHTENFELD

July 2, 1993

VIA FEDERAL EXPRESS

Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

3-188A058

Attention: Mildred Lee, Room 2303

Dear Mr. Strickland:

JUL 7 12 19 PM '93
MOTOR OPERATING UNIT

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one original executed copy and three photostatic copies of a Lease Termination, dated as of July 2, 1993, between General American Transportation Corporation ("GATC") and State Street Bank and Trust Company of Connecticut, N.A. (as successor to The Connecticut Bank and Trust Company), as Owner Trustee (the "Owner Trustee"), relating to the Lease of Railroad Equipment (No. 2) dated as of December 1, 1978 (the "Lease") between GATC and the Owner Trustee, which Lease was duly recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on April 18, 1979, under Recordation Number 10298-B, which Lease is a secondary document as defined in the Commission's Rules for the Recordation of Documents.

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

Lessor: State Street Bank and Trust Company of Connecticut, N.A.
750 Main Street
Suite 1114
Hartford, CT 06103

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Interstate Commerce Commission
July 2, 1993
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Lessee: General American Transportation
Corporation
120 South Riverside Plaza
Chicago, Illinois 60606

Also enclosed is a check in the amount of \$16.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return the stamped original and two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Susan G. Lichtenfeld at Ross & Hardies, 150 North Michigan Avenue, Suite 2700, Chicago, Illinois 60601.

Following is a short summary of the enclosed document and the secondary document to which it relates:

Document to be Recorded

Lease Termination dated as of July 2, 1993 between General American Transportation Corporation and State Street Bank and Trust Company of Connecticut, N.A. terminating the Lease described below.

Secondary Document to Which it Relates

Lease of Railroad Equipment (No. 2) dated as of December 1, 1978 between General American Transportation Corporation and The Connecticut Bank and Trust Company, as Owner Trustee, recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on April 18, 1979 under Recordation Number 10298-B.

Very truly yours,


Susan G. Lichtenfeld

SGL:ed
w/encl.
cc: Bronna L. Wasserman
Robert W. Kleinman

10298-F

JUL 7 1993 12:25 PM

RECORDED

LEASE TERMINATION

THIS LEASE TERMINATION is made and entered into as of the 2nd day of July, 1993 by and between GENERAL AMERICAN TRANSPORTATION CORPORATION, a New York corporation ("GATC") and STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, N.A. (as successor to The Connecticut Bank and Trust Company), as Owner Trustee (the "Owner Trustee").

W I T N E S S E T H:

WHEREAS, GATC is the lessee of 166 molten sulphur tank cars (the "Cars") under the Lease of Railroad Equipment (No. 2) dated as of December 1, 1978 (the "Lease") between GATC and the Owner Trustee;

WHEREAS, the Lease was duly recorded and filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 18, 1979 under Recordation Number 10298-B;

WHEREAS, the parties hereto desire to terminate the Lease on and as of the date hereof.

NOW, THEREFORE, for and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto, intending to be legally bound hereby, agree as follows:

The Lease is hereby terminated on and as of the date hereof and GATC shall have no further obligations under the Lease with respect to any period occurring after the date hereof.

IN WITNESS WHEREOF, the parties hereto have caused this Lease Termination to be executed by their respective officers thereunder duly authorized as of the day and year first above written.

GENERAL AMERICAN TRANSPORTATION CORPORATION

By Donald J. Schaffer

Name: Donald J. Schaffer

Its: Vice President Finance & CFO

STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, N.A., not individually but solely as trustee under the Trust Agreement dated as of December 1, 1978, as amended, with Citicorp Leasing, Inc.

By: Cauna M. Antonacci

Name: CAUNA M. ANTONACCI

ASSISTANT SECRETARY

Title: _____

STATE OF CONNECTICUT)
) SS.
COUNTY OF HARTFORD)

On this 7th day of June, 1993, before me, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named CAUNA M. ANTONACCI to me a ASSISTANT SECRETARY of State Street Bank & Trust Company, a national banking association, and duly authorized by authority of the board of directors or the by-laws of said association in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said association and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said association, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 7th day of June, 1993.

Maryanne Y. Dufresne
Notary Public

My Commission Expires:

MARYANNE Y. DUFRESNE
NOTARY PUBLIC
MY COMMISSION EXPIRES JUL 31, 1997

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 27th day of May, 1993, before me, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Donald J. Schaffer to me a Vice President of General American Transportation Corporation, a New York corporation, and duly authorized by authority of the board of directors or the by-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 27th day of May, 1993.

Jerome Staszak
Notary Public

My Commission Expires:

" OFFICIAL SEAL "
JEROME STASZAK
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 10/26/95