

RECORDATION NO 20244-*L.M.N.*
FILED

DEC 30 '98

10-55 AM

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

OF COUNSEL
URBAN A. LESTER

Countersigned - Edward M. Lin

December 30, 1998

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 a each of the following secondary documents, all dated as of December 1, 1998: Lease Supplement No 5 (GATC Trust No. 96-1), Trust Indenture Supplement No. 5 (GATC Trust No 96-1), and a Bill of Sale and Partial Release.

The enclosed documents relate to the Equipment Lease Agreement (GATC 96-1), and secondary documents related thereto which were previously filed with the Board under Recordation Number 20244

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

Lease Supplement No 5

Lessor: First Security Bank, N A.
79 South Main Street
Salt Lake City, Utah 84111

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

Mr. Vernon A. Williams
December 30, 1998
Page 2

Trust Indenture Supplement No. 5
Bill of Sale and Partial Release

Owner Trustee: First Security Bank, N.A.
79 South Main Street
Salt Lake City, Utah 84111

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:

one (1) railcar being ADDED to the Lease and Trust Indenture:
GATX 6328

one (1) railcars being DELETED from the Lease and Trust Indenture:
GATX 6306

Also enclosed is a check in the amount of \$78.00 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

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord

Date: 12/30/98

Alvord and Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

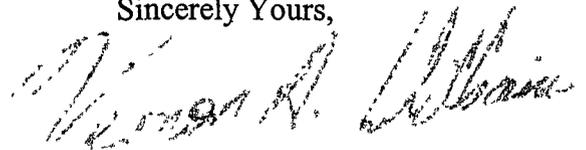
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 12/30/98 at 10:55AM , and

assigned recordation number(s). 21910, 18103-K, 20244-L, 20244-M, 20244-N,
21715-A and 21863-A.

Sincerely Yours,



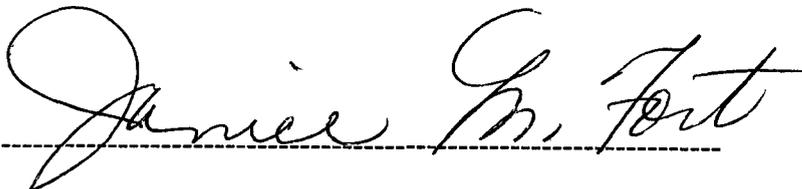
Vernon A. Williams

Enclosure(s)

182.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



BILL OF SALE AND PARTIAL RELEASE

First Security Bank, N.A. not in its individual capacity, but solely as Owner Trustee under GATC Trust 96-1, (the "Lessor") under an Equipment Lease Agreement (GATC Trust 96-1) dated as of August 28, 1996 (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 6306 (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.

The First National Bank of Chicago, as Indenture Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement GATC Trust 96-1 dated as of August 28, 1996 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Security Agreement and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: _____, 1998

First Security Bank, N.A.
not in its individual capacity, but
solely as Owner Trustee

By: 
Title: Trust Officer

The First National Bank of Chicago,
as Indenture Trustee

By: _____
Title: _____

BILL OF SALE AND PARTIAL RELEASE

First Security Bank, N.A. not in its individual capacity, but solely as Owner Trustee under GATC Trust 96-1, (the "Lessor") under an Equipment Lease Agreement (GATC Trust 96-1) dated as of August 28, 1996 (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 6306 (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.

The First National Bank of Chicago, as Indenture Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement GATC Trust 96-1 dated as of August 28, 1996 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Security Agreement and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: _____, 1998

First Security Bank, N.A.
not in its individual capacity, but
solely as Owner Trustee

By: _____
Title: _____

The First National Bank of Chicago,
as Indenture Trustee

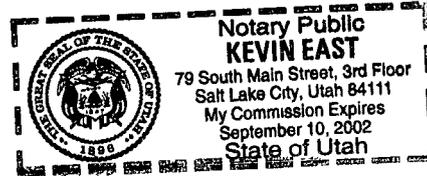
By: Mal D. Faye
Title: Asst. Vice President

State of Utah)
) SS
County of)

On this 8th day of December, 1998, before me personally appeared Janeen R. Higgs to me personally known, who being by me duly sworn, say that he/she is Trust Officer of First Security Bank, 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 Kevin East

[Notarial Seal]



My commission expires:

State of Illinois)
) SS
County of Cook)

On this _____ day of _____, 1998, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he/she is _____ 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 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 Utah)
) SS
County of)

On this _____ day of _____, 1998, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he/she is _____ of First Security Bank, 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 7th day of December, 1998, 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 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 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:

