

RECORDATION No. 17121-E, F, G

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

ALVORD AND ALVORD

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

OF COUNSEL  
URBAN A. LESTER

APR 3 8 54 AM '97

April 2, 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 four (4) copies of each of the following secondary documents (1) Lease Supplement No. 3, dated as of April 2, 1996, (2) Supplement No 2 to Security Agreement, dated April 2, 1996; and (3) Bill of Sale and Partial Release, dated December 9, 1996

The enclosed documents relate to the Equipment Lease Agreement (GATC Trust No 90-2) and secondary documents related thereto which were previously filed with the Commission under Recordation Number 17121

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

Lease Supplement No 3

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

*Counterpart - Betty Gato*

Mr. Vernon A Williams  
April 2, 1997  
Page 2

Supplement No 2 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

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

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

railcar designated as GACX 73611 is deleted from, and railcar GACX  
73619 is 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

Surface Transportation Board  
Washington, D.C. 20423-0001

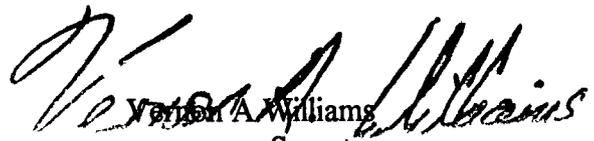
4/3/97

Robert W. Alvord  
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 4/3/97 at 8:54AM, and assigned recordation number (s) 17121-E, 17121-F, 17121-G, 17121-H, 17121-I, 17121-J and 20609-B.

Sincerely Yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 168.00 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 and in no way indicates acknowledgement the fee paid is correct. This is accepted subject to review of the document which as been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has had an opportunity to examine your document.

Signature:



RECORDATION No. 17121-E  
RECEIVED SURFACE TRANSPORTATION BOARD

LEASE SUPPLEMENT NO. 3 APR 3 8 54 AM '97  
(GATC Trust No 90-2)

This Lease Supplement No. 3, dated as of April 2, 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. 90-2) dated as of December 14, 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 Item of Equipment to be leased to the Lessee in substitution for damaged or destroyed Item 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 Item 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 and decisions 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.

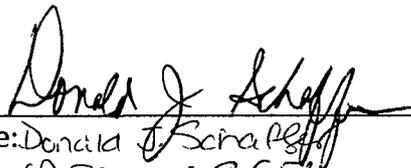
5. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

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. Schaff  
Title: VP Finance & CFO

State of Delaware )  
 ) SS  
County of New Castle )

On this 4 day of April, 1996, before me personally appeared EO J. Smith, to me personally known, who being by me duly sworn, say that he is Fin. Mgr. 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**

**NOTARY PUBLIC**

**My commission expires November 2, 1997**

My commission expires:

[Notarial Seal]

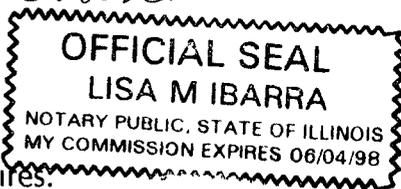
State of Illinois )  
 ) SS  
County of Cook )

On this 2nd day of April, 1996, before me personally appeared Donald J. Schaff to 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

[Notarial Seal]

My commission expires.



6/4/98

SCHEDULE 1

<u>Description</u>	<u>DOT Class</u>	<u>Car Marking</u>
Freight Car	AARL/O	GACX 73619