

RECORDATION No. 17121-E, F, G

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
918 SIXTEENTH STREET, N W  
SUITE 200  
WASHINGTON, D C

APR 8 54 AM '97

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

20006-2973  
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OF COUNSEL  
URBAN A. LESTER

*Counterparts - satisfied*

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

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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

**BILL OF SALE AND PARTIAL RELEASE** 8 57 AM '97

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 90-2 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 90-2) dated as of December 14, 1990 (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 GACX 73611 (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 Lease was recorded with the Interstate Commerce Commission on December 14, 1990 and received recordation number 17121.

Harris Trust and Savings Bank, as trustee (the "Security Trustee") under a Security Agreement - Trust Deed (GATC Trust 90-2) dated as of December 14, 1990 (the "Security Agreement") between the Lessor and the Security 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. The Security Agreement was recorded with the Interstate Commerce Commission on December 14, 1990 and received recordation number 17121-A.

Dated Decemer 9, 1996

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

By:   
Title: Financial Services Officer

Harris Trust and Savings Bank,  
as Security Trustee

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



State of Illinois )  
 ) SS:  
County of Cook )

On the \_\_\_ day of \_\_\_\_\_, 1996, before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, says that (s)he is a \_\_\_\_\_ of The Harris Trust and Savings Bank, 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

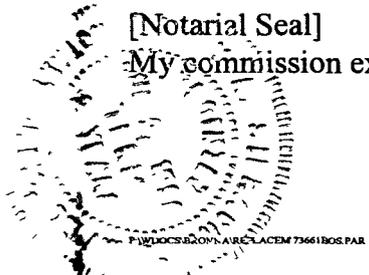
[Notarial Seal]  
My commission expires:

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

On the 9 day of January, 1996, before me personally appeared ~~ROSELINE K. MANEY~~, to me known, who being by me duly sworn, says that (s)he is a ~~Financial Services 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 (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:

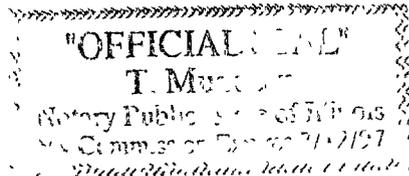


**BETTY A. SIERACKI**  
**NOTARY PUBLIC**  
My commissio expires August 9, 1998

State of Illinois )  
 ) SS:  
County of Cook )

On the 30<sup>th</sup> day of December, 1996, before me personally appeared R. FOLTZ, to me known, who being by me duly sworn, says that (s)he is a VICE PRESIDENT of The Harris Trust and Savings Bank, 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.

J. Muzquiz  
Notary Public  
T. MUZQUIZ



[Notarial Seal]  
My commission expires: 7-12-97

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

On the \_\_\_ day of \_\_\_\_\_, 1996, 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: