

RECEIVED
SURFACE TRANSPORTATION
BOARD

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

MAR 5 1 49 PM '98

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

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

RECORDATION NO. 17121 FILED

March 5, 1998

MAR 5 '98

1-50PM

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 two (2) copies of a Statement of New Car Markings, dated March 2, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relate to the Security Agreement-Trust Deed (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 document are.

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

A description of the railroad equipment covered by the enclosed document is set forth in the Statement.

Counterparts - [Signature]

Mr Vernon A Williams
March 5, 1998
Page 2

Also enclosed is a check in the amount of \$24 00 payable to the order of the
Surface Transportation Board covering the required recordation fee

Kindly return a stamped copy of the enclosed document to the undersigned

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", written in a cursive style.

Robert W Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD

WASHINGTON, DC., 20423-0001

OFFICE OF THE SECRETARY

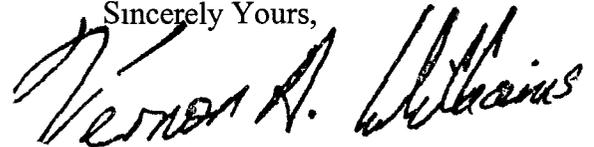
Robert W. Alvord
Alvord And Alvord
918 Sixteenth St. NW., Ste. 200
Washington, DC., 20006-2973

DATE:3/5/98

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 3/5/98 at 1:50PM
,
assigned recordation numbers (s). 17121-K.

Sincerely Yours,



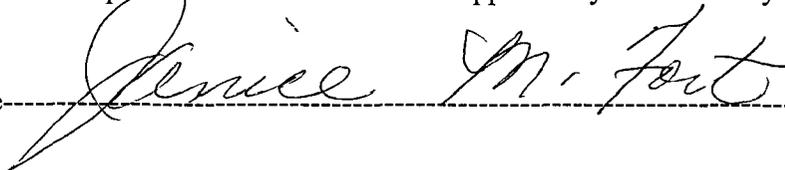
Vernon A. Williams
Secretary

Enclosure(s)

24.00

\$-----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 had an opportunity to examine your document.

Signature-----



RECORDATION NO. 17121-K
FILED
MAR 5 '98 1-50PM

STATEMENT OF NEW CAR MARKINGS

Re: GATC Trust No. 90-2
Security Agreement - Trust Deed dated as of December 14, 1990, as
thereafter supplemented, and Equipment Lease dated as of
December 14, 1990, as supplemented thereafter,

Recordation Numbers 17121-A,B,C,D, E, F & H

The identifying markings for certain Units which are part of the above trust have been changed as reflected below. Such new numbers shall be substituted for the original numbers of such Units on Schedule I of the above Equipment Lease and accordingly in the Trust Indenture and Security Agreement dated as of September 24, 1997.

<i>Description</i>	<i>DOT Class</i>	<i>Original Markings</i>	<i>New Markings</i>
Freight Car	AAR L/O	ATW 56642	GACX 56642
Freight Car	AAR L/O	ATW 56643	GACX 56643
Freight Car	AAR L/O	ATW 56644	GACX 56644
Freight Car	AAR L/O	ATW 56645	GACX 56645
Freight Car	AAR L/O	ATW 56647	GACX 56647
Freight Car	AAR L/O	ATW 56648	GACX 56648
Freight Car	AAR L/O	ATW 56649	GACX 56649
Freight Car	AAR L/O	ATW 56650	GACX 56650
Freight Car	AAR L/O	ATW 56651	GACX 56651
Freight Car	AAR L/O	ATW 56653	GACX 56653
Freight Car	AAR L/O	ATW 56654	GACX 56654
Freight Car	AAR L/O	ATW 56655	GACX 56655
Freight Car	AAR L/O	ATW 56656	GACX 56656
Freight Car	AAR L/O	ATW 56659	GACX 56659

<i>Description</i>	<i>DOT Class</i>	<i>Original Markings</i>	<i>New Markings</i>
Freight Car	AAR L/O	ATW 56660	GACX 56660
Freight Car	AAR L/O	ATW 56661	GACX 56661
Freight Car	AAR L/O	ATW 56662	GACX 56662
Freight Car	AAR L/O	ATW 56663	GACX 56663
Freight Car	AAR L/O	ATW 56664	GACX 56664
Freight Car	AAR L/O	ATW 56665	GACX 56665
Freight Car	AAR L/O	ATW 56666	GACX 56666

General American Transportation Corporation

By: *Donald J. Schaffer*
 Name: Donald J. Schaffer
 Title: Vice President & CFO

State of Illinois)
) SS
 County of Cook)

On this 2nd day of March, 1998, before me personally appeared Donald J. Schaffer, to me personally known, who being by me duly sworn, say that he is Vice President & 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.

Lisa M. Ibarra
 Notary Public

[Notarial Seal]



My commission expires: