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OF COUNSEL
URBAN A. LESTER

March 16, 1999

RECORDATION NO. 17121-M, N, O FILED

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C 20423

MAR 16 '99

2-20 PM

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11301(a), are five (5) copies of each of the following secondary documents. (1) Lease Supplement No. 5, dated as of December 9, 1998, (2) Supplement No 4 to Security Agreement, dated December 9, 1998, and (3) Bill of Sale and Partial Release, dated February 25, 1999.

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

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

Lease Supplement No 5

Lessee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

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

Vernon A Williams
March 16, 1999
Page 2

Supplement No. 4 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 73599 is deleted from, and railcar GACX
73700 is added to, the Lease and Security Agreement

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

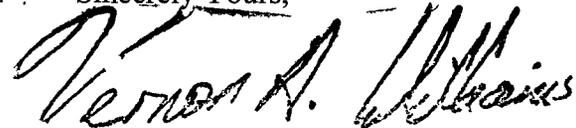
March 16, 1999

Robert W. Alvord
Alvord & Alvord
918 16th Street NW
Washington DC 20006-2973

Dear Mr. Alvord:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3 (c), on March 16, 1999 at 2:20 PM, and assigned recordation number(s) 17121-M, 17121-N, 17121-O, 17121-P, 17121-Q, 17121-R, and 17405-P.

Sincerely Yours,

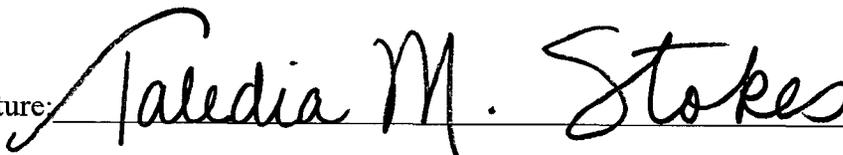


Vernon A. Williams
Secretary

Enclosure(s)

\$ 192.00 (charged to account) 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: _____



RECORDATION NO. 17121-M FILED

**LEASE SUPPLEMENT NO. 5
(GATC Trust No 90-2)**

MAR 16 '99

2-20 PM

This Lease Supplement No. 5, dated as of December 9, 1998 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 New York, 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.

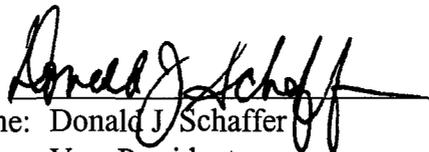
5. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement No. 5 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

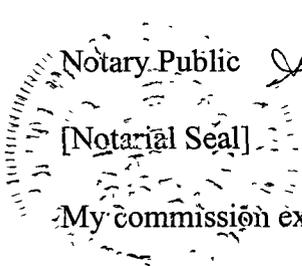
By: 
Name: Charlotte Paglia
Title: Financial Services Officer

General American Transportation Corporation

By: 
Name: Donald J. Schaffer
Title: Vice President

State of Delaware)
) SS
County of New Castle)

On this 25 day of February, 1999, before me personally appeared **CHARLOTTE PAGLIA**, to me personally known, who being by me duly sworn, say that (s)he is **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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Sandra Mackey

**SANDRA ANN MACKEY
NOTARY PUBLIC**

My Commission Expires February 19, 2000

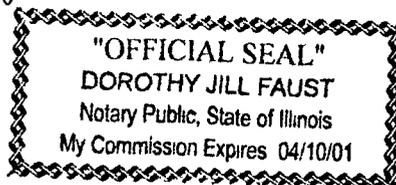
State of Illinois)
) SS
County of Cook)

On this 28th day of January, 1999, before me personally appeared Donald J. Schaffer, to me personally known, who being by me duly sworn, say that he is Vice President 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 *Dorothy Jill Faust*

[Notarial Seal]

My commission expires:



SCHEDULE 1

<u>Car Type</u>	<u>DOT Classification</u>	<u>Car Marking</u>
C214	AAR L/O	GACX 73700