

G-111 +
RECORDATION NO. 1750-1
FILED F

OCT 21 1997 11-15 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973

(202) 393-2266
FAX (202) 393-2156

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

OF COUNSEL
URBAN A. LESTER

October 21, 1997

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

RECEIVED
SURFACE TRANSPORTATION
BOARD
OCT 21 11 12 AM '97

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are five (5) copies each of the following secondary documents: (1) Lease Supplement No. 2, dated as of October 6, 1997; (2) Trust Indenture Supplement No. 2, dated October 6, 1997; and (3) Bill of Sale and Partial Release, dated October 6, 1997.

The enclosed documents relate to the Equipment Lease Agreement (GATC 91-1), and secondary documents related thereto which were previously filed with the Commission under Recordation Number 17521.

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

Lease Supplement No. 2

Lessor: Fleet National Bank
(successor to Shawmut Bank Connecticut, N.A.)
777 Main Street
Hartford, Connecticut 06115

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

Shawmut Bank - GATC

Vernon A. Williams
October 21, 1997
Page 2

Trust Indenture Supplement No. 2
and Bill of Sale and Partial Release

Owner Trustee: Fleet National Bank
(successor to Shawmut Bank Connecticut, N.A.)
777 Main Street
Hartford, Connecticut 06115

Indenture Trustee: Harris Trust and Savings Bank
111 West Monroe Street
Chicago, Illinois 60603

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

railcars GATX 69322, GATX 69329, GATX 07430 and GATX 07434 are deleted from, and railcars GATX 60227 and GATX 60228 are added to, the Lease and Trust Indenture

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

OCT 21 '97

11-15 AM

Bill of Sale and Partial Release

Fleet National Bank, as successor to Shawmut Bank Connecticut, N.A., not in its individual capacity, but solely as Trustee under GATC Trust 91-1 (the "Lessor") under an Equipment Lese Agreement (GATC Trust 91-1) dated as of September 5, 1991 (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 railcars designated as GATX 69322, GATX 69329, GATX 07430, and GATX 07434 (the "Units") "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 Units and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated. The Lease and Lease Supplement No. 1 were recorded with the Interstate Commerce Commission on September 11, 1991 and received recordation numbers 17521 and 17321-B, respectively.

Harris Trust and Savings Bank, as trustee (the "Indenture Trustee") under a trust Indenture and Security Agreement (GATC Trust 91-1 dated as of September 5, 1991) (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Security Agreement and hereby acknowledges that the Units are no longer subject to the Lease. The Indenture Supplement No. 1 thereto were recorded with the Interstate Commerce Commission on September 11, 1991 and received recordation numbers of 17521-A and 17521-C, respectively.

Dated as of January 12, 1996

Fleet National Bank, as successor to
Shawmut Bank Connecticut, N.A.,
not in its individual capacity, but
solely as Owner Trustee

By: [Signature]
Title: Attorney-in-Fact

Harris Trust and Savings Bank, as
Indenture Trustee

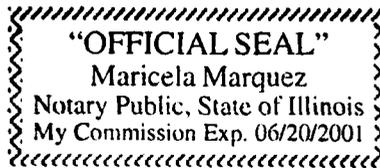
By: [Signature]
Title: ROBERT D. FOLTZ
VICE PRESIDENT

State of Illinois)
) SS
County of Cook)

On this 15th day of October, 1997, before me personally appeared R. FOLTZ, to me personally known, who being by me duly sworn, say that he is Vice President of 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public Maricela Marquez
M. MARQUEZ

[Notarial Seal]



My commission expires: 06-20-2001

State of Connecticut)
) SS
County of HARTFORD)

On this 6th day of OCTOBER, 1997, before me personally appeared STEVEN CIMALORE, to me personally known, who being by me duly sworn, say that he is Attorney-In-Fact of Fleet National Bank, as successor to Shawmut Bank Connecticut, N.A., 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 Dawn P Heintz

[Notarial Seal]

DAWN P. HEINTZ
NOTARY PUBLIC
MY COMMISSION EXPIRES MAY 31, 2002

My commission expires: