RECORDATION NO. 17521-O, P, Q, R, S, T, U, V, W FILED

FEB 8 '99 12-15 PM

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

OF COUNSEL
URBAN A. LESTER

Counterparts - Original

February 8, 1999

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 five (5) copies of the following secondary documents: Lease Supplement Nos. 5, 6 and 7, dated as of December 8, 1998; Trust Indenture Supplement Nos. 5, 6 and 7, dated as of December 8, 1998; and three (3) Bills of Sale and Partial Releases, dated February 2, 1999.

The enclosed documents relate to the Equipment Lease (GATC Trust No. 91-1) and other documents associated therewith which were previously filed with the Commission/Board under Recordation Number 17521.

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

<u>Lease Supplement Nos. 5, 6 and 7</u>

Lessor: State Street Bank and Trust Company
(successor to Fleet National Bank)
225 Franklin Street
Boston, Massachusetts 02101

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

Trust Indenture Supplement Nos. 5, 6 and 7
and Bills of Sale

Owner Trustee: State Street Bank and Trust Company
(successor to Fleet National Bank)
225 Franklin Street
Boston, Massachusetts 02101

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 7419, 7451, 37134, 37135, 3656, 3664, 61551 and 61643 are deleted from the Lease and Trust Indenture and are replaced by railcars GATX 7458, 7462, 30998, 30999, 51551, 51550, 62321 and 62322.

Also enclosed is a check in the amount of $234.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one 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

OFFICE OF THE SECRETARY
Robert W. Alvord
Alvord and Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and CFR 1177.3 (c), on 2/8/99 at 12:15PM , and

assigned recordation numbers (s): 17521- O, 17521-P, 17521-Q, 17521-R, 17521-S 17521-T, 17521-U, 17521-V and 17521-W.

Sincerely Yours,

Vernon A. Williams

Vernon A. Williams

Enclosure(s)
234.00- paid by account(22257)
$_____ 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. 12521-0 FILED
FEB 8 '99 12-15 PM

LEASE SUPPLEMENT NO. 5
(GATC Trust No 91-1)

This Lease Supplement No. 5, dated as of December 8, 1998, between State Street Bank and Trust Company, successor trustee, 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 Agreement (GATC Trust No. 91-1) dated as of September 5, 1991 (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 Replacement Units to be leased to the Lessee in substitution for damaged or destroyed 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 Units 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 governed by and construed in accordance with the internal laws and decisions of the State of New York, *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.

State Street Bank and Trust Company,
not in its individual capacity, but
solely as Owner Trustee

By: _____
Name:
Title: STEVE CIMALORE
VICE PRESIDENT

General American Transportation Corporation

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

State of Connecticut)
) SS
County of HARTFORD)

On this 2nd day of FEBRUARY, 1999, before me personally appeared STEVE CIMALORE, to me personally known, who being by me duly sworn, say that (s)he is VICE PRESIDENT of State Street Bank and 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

[Notarial Seal]

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

My commission expires:

State of Illinois)
) SS
County of Cook)

On this 9th day of December, 1998, before me personally appeared Donald Schaffer, to me personally known, who being by me duly sworn, say that (s)he is Vice President of General American Transportation Corporation, that said instrument was signed on such date no 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]

"OFFICIAL SEAL"
DOROTHY JILL FAUST
Notary Public, State of Illinois
My Commission Expires 04/10/01

My commission expires:

SCHEDULE 1

Car Type	DOT Classification	Car Marking
T054	111A100-W-2	GATX 7458
T054	111A100-W-2	GATX 7462

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