

RECORDATION NO. 17521-0, P, Q, R, S, T, U, V, W
FILED
FEB 8 '99 12:15 PM

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

OF COUNSEL
URBAN A. LESTER

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:

Lease Supplement Nos. 5, 6 and 7

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

Counterparts - [Signature]

Mr. Vernon A. Williams
February 8, 1999
Page 2

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

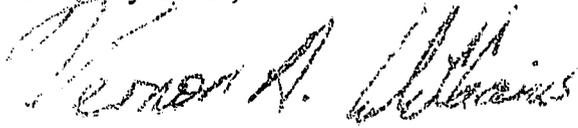
OFFICE OF THE SECRETARY

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,

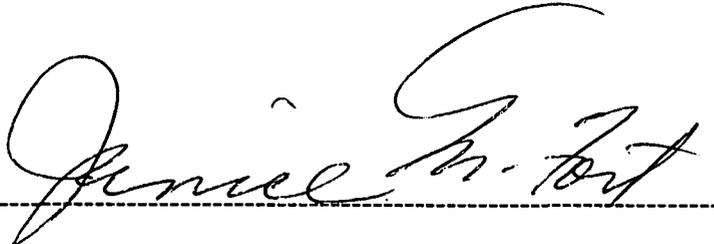

Vernon A. Williams

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 _____



FEB 8 '99 12-15 PM

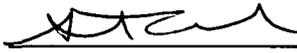
BILL OF SALE AND PARTIAL RELEASE

State Street Bank and Trust Company, as successor Owner Trustee, not in its individual capacity, but solely as Owner Trustee under GATC Trust 91-1 (the "Lessor") under an Equipment Lease 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 3656, GATX 3664, GATX 61551 and GATX 61643 (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 Units under the Lease have terminated.

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 Unit under the Indenture and hereby acknowledges that the Unit are no longer subject to the Lease.

Dated: FEBRUARY 2, 1998

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

By: 
Title: VICE PRESIDENT

Harris Trust and Savings Bank, as Indenture Trustee

By: _____
Title: _____

BILL OF SALE AND PARTIAL RELEASE

State Street Bank and Trust Company, as successor Owner Trustee, not in its individual capacity, but solely as Owner Trustee under GATC Trust 91-1 (the "Lessor") under an Equipment Lease 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 3656, GATX 3664, GATX 61551 and GATX 61643 (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 Units under the Lease have terminated.

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 Unit under the Indenture and hereby acknowledges that the Unit are no longer subject to the Lease.

Dated: _____, 1998

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

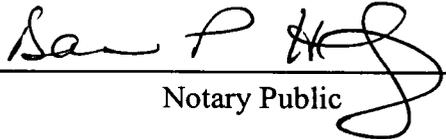
By: _____
Title: _____

Harris Trust and Savings Bank, as Indenture Trustee

By: 
Title: VICE PRESIDENT

State of Connecticut)
) SS:
County of HARTFORD)

On the 2nd day of FEBRUARY, 1998⁹, before me personally appeared STEVE CIMALORE, to me known, who being by me duly sworn, say that (s)he is a 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 (s)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 the ___ day of _____, 1998, before me personally appeared _____, to me known, who being by me duly sworn, says that (s)he is a _____ 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 (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 Connecticut)
) SS:
County of)

On the ___ day of _____, 1998, before me personally appeared _____, to me known, who being by me duly sworn, say that (s)he is a _____ 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 (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 Illinois)
) SS:
County of Cook)

On the 15th day of December, 1998, before me personally appeared J. BARTOLINI, to me known, who being by me duly sworn, says that (s)he is a 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 (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Linda Ellen Garcia

Notary Public

[Notarial Seal]

My commission expires:

