

RECORDATION NO. 17521-<sup>X, Y, Z</sup> FILED

APR 19 1999

1-00PM

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

OF COUNSEL  
URBAN A. LESTER

April 9, 1999

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

*Open*

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of the following secondary documents: Lease Supplement No. 8, dated as of February 19, 1999, Trust Indenture Supplement No. 8, dated February 19, 1999 and Bill of Sale and Partial Release, dated March 29, 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 No. 8

Lessor: State Street Bank and Trust Company (successor in interest to The Connecticut Bank and Trust Company)  
2 International Plaza  
Boston, MA 02110

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

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Trust Indenture Supplement No. 8  
and Bill of Sale

Owner Trustee: State Street Bank and Trust Company  
(successor to Fleet National Bank)  
2 International Place, 4<sup>th</sup> Floor  
Boston, Massachusetts 02110

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:

Railcar GATX 007400 is deleted from the Lease and Trust Indenture and is replaced by railcar GATX 007472.

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

APR #9 '99

1-00PM

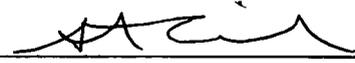
**BILL OF SALE AND PARTIAL RELEASE**

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 railcar designated as GATX 007400 (the "Unit") "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 Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has 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 is no longer subject to the Lease.

Dated: MARCH 29, 1999

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 railcar designated as GATX 007400 (the "Unit") "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 Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has 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 is no longer subject to the Lease.

Dated: \_\_\_\_\_, 1999

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

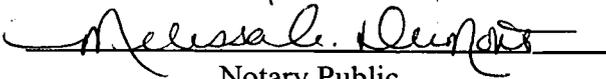
By: \_\_\_\_\_  
Title: \_\_\_\_\_

Harris Trust and Savings Bank, as Indenture Trustee

By:   
Title: VICE PRESIDENT

State of Connecticut )  
 ) SS:  
County of Hartford )

On the 29<sup>th</sup> day of MARCH, 1999, before me personally appeared STEVEN CIMALOFÉ, to me known, who being by me duly sworn, say that 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public  
MELISSA A. DuMONT  
NOTARY PUBLIC  
MY COMMISSION EXPIRES AUG. 31, 2001

[Notarial Seal]

My commission expires:

State of Illinois )  
 ) SS:  
County of Cook )

On the \_\_\_ day of \_\_\_\_\_, 1999, before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, says that she 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 she 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 Hartford )

On the \_\_\_ day of \_\_\_\_\_, 1999, before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, say that 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 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 3rd day of March, 1999, before me personally appeared J. BARTOLINI, to me known, who being by me duly sworn, says that she 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 she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

"OFFICIAL SEAL"  
JACQUELINE L. MASON  
Notary Public, State of Illinois  
My Commission Expires 1/9/03  
[Notarial Seal]

Jacqueline L. Mason  
Notary Public

My commission expires: 1-9-03