

RECORDATION NO. 14160-A FILED

JUN 3 '98

12-25 PM

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20006-2973

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June 3, 1998

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

Dear Mr. Williams:

On May 21, 1997 at 11:05 a.m. an Amendment to Equipment Lease was filed under Recordation Number 14161-B.

Please cross-index that document under Recordation Number 14160.

Our check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required fee is enclosed.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosure

*Counterparts - [Signature]*

JUN 3 12 22 PM '98

RECEIVED  
SURFACE TRANSPORTATION BOARD

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

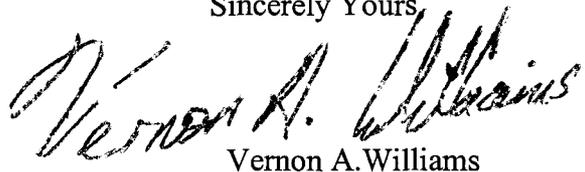
DATE: 6/3/98

ROBERT W. ALVORD  
ALVORD AND ALVORD  
918 SIXTEENTH STREET, NW., STE. 200  
WASHINGTON, DC., 20006-2973

Dear SIR:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301  
and 49 CFR 1177.3(c), on 6/3/98 at 12:25PM, and  
assigned recordation number(s). 14160-A, 14160-B, 14161-C AND 21352-D.

Sincerely Yours,



Vernon A. Williams

Enclosure(s)

104.00

\$-----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. 14160-A FILED

JUN 3 '98 12-25 PM

RECORDATION NO. 14161-B FILED

MAY 21 '97 11-05 AM

AMENDMENT

THIS AMENDMENT dated as of March 31, 1997, by and among First Security Leasing Company, a Utah corporation (the "Lessor"), General American Transportation Corporation, a New York corporation (the "Lessee"), State Street Bank and Trust Company, as successor to The Connecticut Bank and Trust Company, National Association, as Trustee ("Trustee"), and The Travelers Insurance Company ("Note Purchaser");

R E C I T A L S:

A. Lessor and Lessee are parties to that certain Equipment Lease (as amended, the "Lease") dated as of August 1, 1983 which was originally recorded with the Interstate Commerce Commission under Recordation No. 14161 on September 16, 1983.

B. Lessee and Lessor desire that each agree to amend the Lease term with respect to the Equipment, on the terms and conditions set forth herein.

C. Lessee, Lessor, Trustee and Note Purchaser are parties to a Participation Agreement dated as of August 1, 1983 (the "Participation Agreement"), and Trustee and Note Purchaser are willing to consent to the amendments and other agreements set forth in this Amendment pursuant to the terms of the Security Agreement (as defined in the Participation Agreement).

NOW, THEREFORE, in consideration of the premises and the following mutual agreements, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

**SECTION 1. Definitions.** Capitalized terms used herein and not otherwise defined herein shall have the respective meanings given such terms in the Lease and the Participation Agreement to the extent the same are defined therein.

**SECTION 2. Amendments.** The Lease is hereby amended as follows:

(a) The Lease is amended by adding the following thereto as a new Section 2.6.

2.6 Extension Term. Upon expiration of the original term of this Lease as to each Item of Equipment on January 1, 2004 (the "Additional Lease Term Commencement Date"):