

RECORDATION NO. 17913-F FILED

APR 27 2001 2:43 PM

SURFACE TRANSPORTATION BOARD

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

April 27, 2001

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 a Lease Supplement No. 3 (GATC Trust No. 92-1B), dated as of March 26, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (GATC Trust No. 92-1B) which was previously filed with the Commission under Recordation Number 17913.

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

Lessor: Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890

Lessee: GATX Rail Corporation  
(f/k/a General American Transportation  
Corporation)  
500 Monroe Street  
Chicago, Illinois 60661

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

Railcar GACX 057258 is being replaced by GACX 056878.

Mr. Vernon A. Williams  
April 27, 2001  
Page 2

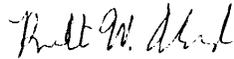
A short summary of the document to appear in the index is:

Lease Supplement No. 3 (GATC Trust No. 92-1B), dated as of March 26, 2001, between Wilmington Trust Company, Lessor, and GATX Rail Corporation, Lessee.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bjg  
Enclosures

RECORDATION NO. 17913-I FILED

**LEASE SUPPLEMENT NO. 3  
(GATC Trust No 92-1B)**

APR 27 '01 12:43 PM

SURFACE TRANSPORTATION BOARD

This Lease Supplement No. 3, dated as of March 26, 2001, between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("Lessor"), and GATX Rail Corporation formerly named 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. 92-1B) dated as of July 1, 1992 (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 Unit to be leased to the Lessee in substitution for damaged or destroyed equipment previously leased to Lessee.

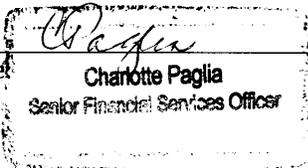
Now, therefore, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, the Lessor and the Lessee hereby agree as follows:

1. Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease as herein supplemented, the Unit 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.

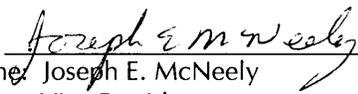
5. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

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.

Wilmington Trust Company,  
not in its individual capacity,  
but solely as Owner Trustee

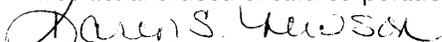
By:   
Name: **Charlotte Paglia**  
Title: **Senior Financial Services Officer**

GATX Rail Corporation formerly named  
General American Transportation Corporation

By:   
Name: **Joseph E. McNeely**  
Title: **Vice President**

State of Delaware )  
 ) SS  
County of New Castle )

On this 18<sup>th</sup> day of April, 2001, before me personally appeared Charlotte Paglia, to me personally known, who being by me duly sworn, say that he/she is Senior Financial Services Officer of Wilmington 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

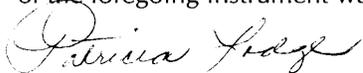
[Notarial Seal]

My commission expires:

**KAREN STANETTE NEWSON**  
**NOTARY PUBLIC-DELAWARE**  
**My Commission Expires June 28, 2001**

State of Illinois )  
 ) SS  
County of Cook )

On this 26<sup>th</sup> day of March 2001, before me personally appeared Joseph E. McNeely, to me personally known, who being by me duly sworn, say that he is Vice President of GATX Rail Corporation formerly named General American Transportation Corporation, 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:

**SCHEDULE 1**

<b><u>Description</u></b>	<b><u>DOT Class</u></b>	<b><u>Car Marking</u></b>
C413	AAR/LO	GACX 057258