RECORDATION NO. 20896-N FILED

FEB 26 '01 11-18 AM

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SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

February 23, 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 three (3) copies of the following secondary document: Lease Supplement No. 5, dated as of December 29, 2000.

The enclosed document relates to the Equipment Lease Agreement (GARC No. 97-2) which were previously filed with the Board under Recordation Number 20896.

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

Lease Supplement No. 5

Lessor: State Street Bank and Trust Company
Of Connecticut, N.A.
225 Franklin Street
Boston, Massachusetts 02110

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

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

Railcar GATX 073347

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

Lease Supplement No. 5 between State Street Bank and Trust Company of Connecticut, Lessor, and General American Railcar Corporation, Lessee, adding railcar GATX 073347 to the Lease.

Also enclosed is a check in the amount of $27.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,

Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

LEASE SUPPLEMENT NO. 5
(GARC Trust No 97- 2)

This Lease Supplement No. 5, dated as of December 29, 2000, between State Street Bank and Trust Company of Connecticut N.A., not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("Lessor"), and General American Railcar Corporation, a Delaware corporation ("Lessee");

WITNESSETH:

The Lessor and the Lessee have heretofore entered into that certain Equipment Lease Agreement (GARC Trust No. 97-2) dated as of September 24, 1997 (the "Lease"). The terms used herein are used with the meanings specified in the Lease.

The Lease provides for the execution and delivery of one or more Lease Supplements substantially in the form hereof for, among other things, the purpose of particularly describing all or a portion of the Unit of Equipment to be leased to Lessee under the Lease.

Now, therefore, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, Lessor and 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 such 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 on 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 constituting one and the same instrument.

IN WITNESS WHEREOF, Lessor and 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 of
Connecticut N.A., not in its
individual capacity but solely as Owner Trustee

By: _____
Name: Alison Della Bella
Title: Assistant Vice President

General American Railcar Corporation

By: _____
Name: Terrence G. Heidkamp
Title: Senior Vice President

SCHEDULE 1

Car Type	DOT Class	Car Marking
T105	111A100-W-1	GATX 073347

Commonwealth of Massachusetts)
) SS
County of Suffolk)

On this 22nd day of January, ~~2000~~ 2001, before me personally appeared Alison Della Bella, to me personally known, who being by me duly sworn, say that he/she is Assistant Vice President of State Street Bank and Trust Company of Connecticut N.A., 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 Beverly Ann Burack

[Notarial Seal] BEVERLY ANN BURACK Notary Public My Commission Expires April 16, 2004

My commission expires: 4/16/2004

State of Illinois)
) SS
County of Cook)

On this 29th day of December, 2000, before me personally appeared Terrence G. Heidkamp, to me personally known, who being by me duly sworn, says that he is Senior Vice President of General American Railcar 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.

Patricia Lodge
Notary Public

[Notarial Seal]

My commission expires:

OFFICIAL SEAL
PATRICIA LODGE
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 01/26/03