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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

August 20, 2002

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

RECORDATION NO. 17121-11 FILED

AUG 21 '02 8-19 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are five (5) copies of Lease Supplement No. 12, dated July 10, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to the Equipment Lease and Security Agreement (GATC Trust No. 90-2) which were previously filed with the Commission under Recordation Number 17121.

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

Lessor: Wilmington Trust Company, as Trustee
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Lessee: GATX Financial Corporation
(successor to GATX Rail Corporation)
500 West Monroe Street
Chicago, Illinois 60661

Mr. Vernon A. Williams
August 20, 2002
Page Two

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

railcar GATX 023313 is being added to the Lease

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

Lease Supplement No. 12

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,



Robert W. Alvord

RWA/anr
Enclosures

RECORDATION NO. 17121-11 FILED

**LEASE SUPPLEMENT NO. 12
(GATC Trust No 90-2)**

AUG 21 '02 8-19 AM

SURFACE TRANSPORTATION BOARD

This Lease Supplement No. 12, dated as of July 10, 2002 between Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("Lessor"), and GATX Financial Corporation, a Delaware corporation, successor by merger to GATX Rail Corporation ("Lessee");

WITNESSETH:

The Lessor and the Lessee have heretofore entered into that certain Equipment Lease (GATC Trust No. 90-2) dated as of December 14, 1990 (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 Items of Equipment to be leased to the Lessee in substitution for damaged or destroyed Items of Equipment previously leased to Lessee.

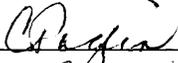
Now, Therefore, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, the Lessor and the Lessee hereby agree as follows:

1. Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease as herein supplemented, the Items of Equipment 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 construed in accordance with the laws and decisions of the State of New York, without regard to principles of conflicts of law *provided, however*, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or regulation.

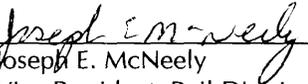
5. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement No. 12 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 Pagnia
Title: **Senior Financial Services Officer**

GATX Financial Corporation

By: 
Name: Joseph E. McNeely
Title: Vice President, Rail Division

State of Delaware)
) SS
County of New Castle)

On this 26 day of July, 2002, before me personally appeared **Charlotte Paglia**, to me personally known, who being by me duly sworn, say that (s)he is ~~Senior Financial Services Officer~~ 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.

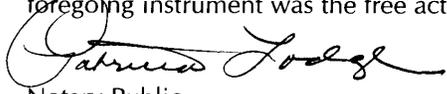
Notary Public 

[Notarial Seal]

My commission expires:
DEBORAH L. GEORGE
NOTARY PUBLIC-DELAWARE
My Commission Expires Nov. 21, 2003

State of Illinois)
) SS
County of Cook)

On this 10TH day of July, 2002, 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 Financial Corporation, successor by merger to GATX Rail 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:

Notary Public
My Commission Expires

SCHEDULE 1

| Car Type | DOT Classification | Car Marking |
|-----------------|---------------------------|--------------------|
| T106 | 111A100W1 | GATX 023313 |