

RECORDATION NO.

17038-0 FILED

APR 21 '04

3:00PM

SURFACE TRANSPORTATION BOARD

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

April 21, 2004

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 each of Lease Supplement No. 5, dated as of January 12, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to the Equipment Lease (GATC Trust No. 90-1) which was previously filed with the Commission under Recordation Number 17038.

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

Lessor: Wilmington Trust Company
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
April 21, 2004
Page Two

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

One covered hopper railcar: GACX 074072

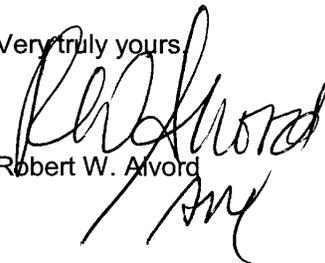
A short summary of the document to appear in the index follows:

Lease Supplement No. 5

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/anm
Enclosures

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**LEASE SUPPLEMENT NO. 5
(GATC Trust No 90-1)**

APR 21 2004 3:00 PM

SURFACE TRANSPORTATION BOARD

This Lease Supplement No. 5, dated as of January 12, 2004 by and 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, as successor by merger to GATX Rail Corporation, a New York corporation ("Lessee");

WITNESSETH:

The Lessor and the Lessee have heretofore entered into that certain Equipment Lease (GATC Trust No. 90-1) dated as of September 28, 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 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 Illinois, *provided, however*, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or regulation.

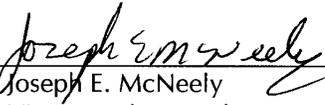
5. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement No. 5 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: **Anita Roselli**
Title: **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 9 day of April, 2004, before me personally appeared Anita Roselli, to me personally known, who being by me duly sworn, say that (s)he is 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.

Kimberly E. Faulhaber
Notary Public

[Notarial Seal]

KIMBERLY ELIZABETH FAULHABER
NOTARY PUBLIC - DELAWARE
My Commission Expires April 9, 2005

My commission expires:

State of Illinois)
) SS
County of Cook)

On this 17th day of January, 2004, before me personally appeared Joseph E. McNeely, to me personally known, who being by me duly sworn, say that he is a Vice President of GATX Financial Corporation, Rail Division, 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 *Patricia Lodge*

[Notarial Seal]

My commission expires:



SCHEDULE 1

Car Type

DOT Classification

Car Marking

C214

L/O Covered Hopper

GACX 074072