

RECORDATION NO. 18345-S
FILED

FEB 15 '05

12:52 PM

SURFACE TRANSPORTATION BOARD

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

February 11, 2005

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

Re: GATC Trust No. 93-1B

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Lease Supplement No. 5, dated as of July 9, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease (GATC Trust No. 93-1B) and other documents associated therewith previously filed with the Commission and the Board under Recordation Number 18345.

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

Lessor:	Wilmington Trust Company (not in its individual capacity, but solely as Owner Trustee) Rodney Square North 1100 North Market Street Wilmington, Delaware 19890-0001
Lessee:	GATX Rail Corporation (f/k/a General American Transportation Corporation) 500 West Monroe Street Chicago, Illinois 60661

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

1 railcar ADDED: GATX 063742.

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

Lease Supplement No. 5.

Also enclosed is a check in the amount of \$32.00 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/anm
Enclosures

LEASE SUPPLEMENT NO. 5
(GATC Trust No 93-1B)

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This Lease Supplement No. 5, dated as of July 9, 2001, between ~~Wilmington~~ ^{SURFACE TRANSPORTATION BOARD} Company, a Delaware 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. 93-1B) dated as of July 21, 1993 (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 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: **Tira L. Johnson**
Title: **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 4 day of February 2005 before me personally appeared Tara L. Johnson, to me personally known, who being by me duly sworn, say that he/she 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.

Notary Public Kimberly E. Faulhaber
[Notarial Seal] **KIMBERLY ELIZABETH FAULHABER**
NOTARY PUBLIC - DELAWARE
My Commission Expires April 9, 2006

My commission expires:

State of Illinois)
) SS
County of Cook)

On this 9th day of July 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.

Patricia Lodge
Notary Public

[Notarial Seal]

My commission expires:



SCHEDULE 1

Description

DOT Class

Car Marking

T106

111A100-W-3

GATX 063742