

GENERAL AMERICAN TRANSPORTATION CORPORATION

120 SOUTH RIVERSIDE PLAZA
CHICAGO, IL 60606
312/621-6581

3351079

GEORGE W. ROTHSCHILD
Vice President, General Counsel
and Secretary

RECORDATION NO. 6322-15 Filed & Recorded

DEC 1 1977-1 10 PM

INTERSTATE COMMERCE COMMISSION

DEC 1 1977
Date
Fee \$ 10
CC W...

Secretary of the Interstate
Commerce Commission
Washington, D.C.

Re: General American Transportation
Corporation Equipment Trust
Series 68

Gentlemen:

Enclosed herewith are five (5) signed copies of a Supplemental Agreement dated as of December 15, 1975, deleting a portion of the railroad cars covered by a Trust Agreement, together with our check for \$10.00 to cover the filing and recordation fees. Other railroad cars are substituted for the deleted cars.

Said Agreement was recorded in the office of the Secretary of the Interstate Commerce Commission on September 23, 1971, under Recordation No. 6322.

The Trust Equipment deleted by the enclosed consists of railroad cars described in the aforementioned documents (primarily railroad tank cars of various DOT and AAR classes) and the road numbers of such cars are listed in said documents.

The names and addresses of the parties referred to in said Bill of Sale are:

Irving Trust Company
One Wall Street
New York, New York 10015

Edward R. Overtree

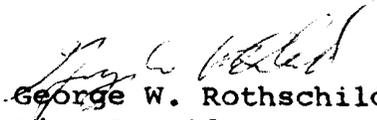
GENERAL AMERICAN TRANSPORTATION CORPORATION

Page Two

General American Transportation Corporation
120 South Riverside Plaza
Chicago, Illinois 60606
c/o Edward L. Overtree

I am an executive officer of General American Transportation Corporation having knowledge of the matters set forth herein.

Very truly yours,


George W. Rothschild
Vice President, General
Counsel and Secretary

GWR:mlv
Encl.

GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST, SERIES 68

RECORDATION NO. 6322-B Filed & Recorded

DEC 1 1977 - 1 10 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF DECEMBER 15, 1975
TO EQUIPMENT TRUST AGREEMENT DATED AS OF SEPTEMBER 15, 1971

BY AND BETWEEN

IRVING TRUST COMPANY,

TRUSTEE

AND

GENERAL AMERICAN TRANSPORTATION CORPORATION

Supplemental Agreement dated as of December 15, 1975
between Irving Trust Company

as Trustee, and General American Transportation Corporation, a
New York Corporation.

WHEREAS, the parties hereto entered into an Equipment
Trust Agreement dated as of September 15, 1971 (the "Agreement")
creating General American Transportation Corporation Equipment
Trust, Series 68, which Agreement was filed and recorded with the
Interstate Commerce Commission pursuant to Section 20c of the
Interstate Commerce Act on September 23, 1971, Recordation No. 6322
and

WHEREAS, the parties hereto wish to amend
Schedule A to the Agreement;

NOW, THEREFORE, the parties agree that Schedule A to
the Agreement is hereby amended by:

(a) deleting therefrom the Units of Equipment described
in Schedule I hereto, and

(b) substituting therefor the Units of Equipment de-
scribed in Schedule II hereto.

IN WITNESS WHEREOF, the parties hereto have caused
these presents to be signed in their respective corporate

names and their respective corporate seals to be hereunto affixed,
duly attested, as of December 15, 1975.

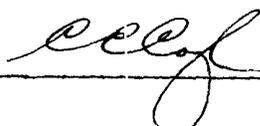
IRVING TRUST COMPANY

BY 

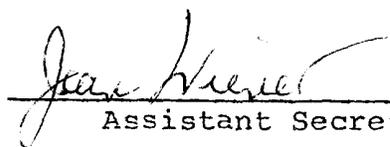
ATTEST:


Assistant Secretary

GENERAL AMERICAN TRANSPORTATION
CORPORATION

BY 

ATTEST:


Assistant Secretary

SCHEDULE I
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 68

CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLON	INITIALED AND CAR NUMBER	DATE INTO SERVICE	ORIGINAL COST	VALUE
1	tank car DOT 111A100-W-2	12,500	GATX 36091✓	March 1971	\$ 13,941.00	\$ 18,525.37
1	tank car DOT 111A100-W-2	12,500	GATX 36094✓	March 1971	13,941.00	18,525.37
1	tank car DOT 111A100-W-2	12,500	GATX 56213✓	September 1970	14,233.00	18,460.29
1	tank car DOT 111A100-W-1	15,000	GATX 56315✓	March 1971	19,389.00	25,764.90
1	tank car DOT 111A100-W-1	15,000	GATX 56328✓	June 1971	19,389.00	25,990.24
1	tank car DOT 111A100-W-1	16,000	GATX 13158✓	April 1971	19,009.00	25,333.58
1	tank car DOT 111A100-W-1	16,000	GATX 13161✓	April 1971	19,009.00	25,333.58
1	tank car DOT 111A60-W-1	20,000	GATX 25261✓	October 1970	20,454.00	26,607.69
1	tank car DOT 111A60-W-1	20,000	GATX 55290✓	December 1970	18,764.00	24,553.68
1	tank car DOT 111A100-W-1	20,000	GATX 4660✓	July 1970	15,388.00	19,839.89
1	tank car DOT 111A100-W-1	20,000	GATX 20136✓	June 1971	16,394.00	21,830.99
1	tank car DOT 111A100-W-1	20,000	GATX 27846✓	August 1970	16,220.00	20,975.02
1	tank car DOT 111A100-W-1	20,000	GATX 27893✓	March 1971	16,364.00	21,745.16
1	tank car DOT 111A100-W-1	20,000	GATX 38600✓	September 1970	19,593.00	25,412.25
1	tank car DOT 111A100-W-1	20,000	GATX 52181✓	September 1970	16,395.00	21,264.43
1	tank car DOT 111A100-W-1	20,000	GATX 56204✓	February 1971	16,264.00	21,151.77
1	tank car DOT 111A100-W-1	20,000	GATX 56251✓	October 1970	18,609.00	24,207.62
1	tank car DOT 111A60-W-1	22,000	GATX 20426✓	June 1971	20,399.00	27,344.12
1	tank car DOT 111A60-W-1	22,000	GATX 57720✓	March 1971	20,051.00	26,644.60
1	tank car DOT 111A100-W-1	22,000	GATX 11481✓	May 1971	16,965.00	22,675.24
1	tank car DOT 111A100-W-1	26,000	GATX 13919✓	September 1970	16,335.00	21,186.61
1	tank car DOT 112A340-W	26,000	GATX 25026✓	July 1971	18,333.00	24,645.74
1	tank car DOT 112A340-W	26,100	GATX 55323✓	January 1971	17,270.00	22,815.27
1	tank car DOT 112A340-W	33,500	GATX 40717✓	September 1970	18,968.00	24,601.62
1	tank car DOT 112A340-W	33,500	GATX 40785✓	December 1970	18,968.00	24,820.63
25					440,645.00	580,255.66

GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 68

CARS TO BE SUBSTITUTED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	DATE INTO SERVICE	ORIGINAL COST	VALUE
1	tank car DOT 111A100-W-2	13,200	GATX 46829	August 1975	\$ 24,210.00	\$ 24,210.00
1	tank car DOT 111A100-W-2	13,200	GATX 46844	August 1975	24,210.00	24,210.00
1	tank car DOT 111A100-R-2	13,200	GATX 46845	August 1975	24,210.00	24,210.00
1	tank car DOT 111A100-W-2	13,200	GATX 46846	August 1975	24,210.00	24,210.00
1	tank car DOT 111A100-W-2	13,200	GATX 46847	August 1975	24,210.00	24,210.00
1	tank car DOT 111A100-W-1	16,000	GATX 46848	August 1975	24,210.00	24,210.00
1	tank car DOT 111A100-W-1	16,000	GATX 46784	August 1975	30,909.00	30,909.00
1	tank car DOT 111A100-W-1	16,000	GATX 46785	August 1975	30,909.00	30,909.00
1	tank car DOT 111A100-W-1	16,000	GATX 46786	August 1975	30,909.00	30,909.00
1	tank car DOT 111A100-W-1	16,000	GATX 47368	August 1975	33,227.00	33,227.00
1	tank car DOT 111A100-W-1	16,000	GATX 47369	August 1975	33,227.00	33,227.00
1	tank car DOT 111A60 -W-1	20,000	GATX 47235	August 1975	26,676.00	26,676.00
1	tank car DOT 111A60 -W-1	20,000	GATX 47236	August 1975	26,676.00	26,676.00
1	tank car DOT 111A60 -W-1	20,000	GATX 47237	August 1975	35,050.00	35,050.00
1	tank car DOT 111A60 -W-1	22,000	GATX 47598	August 1975	30,370.00	30,370.00
1	tank car DOT 105A300-W	25,200	GATX 46872	August 1975	33,005.00	33,005.00
1	tank car DOT 105A300-W	25,200	GATX 46873	August 1975	33,005.00	33,005.00
1	tank car DOT 111A100-W-1	26,000	GATX 46653	August 1975	30,367.00	30,367.00
1	tank car DOT 111A100-W-1	26,000	GATX 46654	August 1975	30,367.00	30,367.00
1	tank car DOT 111A100-W-1	26,000	GATX 46655	August 1975	30,367.00	30,367.00
20	tank cars				\$ 580,324.00	\$ 580,324.00