

GENERAL AMERICAN TRANSPORTATION CORPORATION

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

RECORDATION NO. *3854-F* Filed & Recorded

AUG 10 1978 2 44 PM

INTERSTATE COMMERCE COMMISSION

June 26, 1978

GEORGE W. ROTHSCHILD
Vice President, General Counsel
and Secretary

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

Re: General American Transportation
Corporation Equipment Trust
Series 63

Gentlemen:

Enclosed herewith are five (5) signed copies of a Supplemental Agreement dated as of April 15, 1978 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.

Said Agreement was recorded in the office of the Secretary of the Interstate Commerce Commission on June 2, 1966 under Recordation No. 3854 .

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.

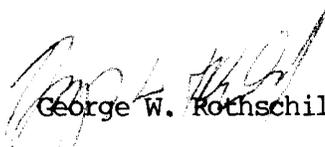
The names and addresses of the parties referred to in said Bill of Sale are:

Manufacturers Hanover Trust Company
350 Park Avenue
New York, New York 10022

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

GWR/jma
Encl.

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 63

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~~AMERICAN~~ COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF April 15, 1978
TO EQUIPMENT TRUST AGREEMENT DATED AS OF June 1, 1966

BY AND BETWEEN

MANUFACTURERS HANOVER TRUST COMPANY, TRUSTEE

AND

GATX CORPORATION
(Formerly known as General American Transportation Corporation)

Supplemental Agreement dated as of April 15,
1978 by and between Manufacturers Hanover Trust Company,
a New York corporation, as Trustee, and GATX Corporation,
a New York corporation formerly known as General American
Transportation Corporation.

WHEREAS, the parties hereto entered into an Equipment
Trust Agreement dated as of June 1, 1966 (the "Agreement")
creating General American Transportation Corporation Equipment
Trust, Series 63, which Agreement was filed and recorded with
the Interstate Commerce Commission pursuant to Section 20c of
the Interstate Commerce Act on June 2, 1966,
Recordation No. 3854; and

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

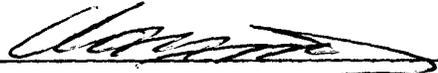
NOW, THEREFORE, the parties hereto agree that Schedule A
to the Agreement is hereby amended by:

- (a) deleting therefrom the units of Trust Equipment
described in Schedule I attached hereto, and
- (b) substituting therefor the units of Equipment
described in Schedule II attached 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 April 15, 1978.

MANUFACTURERS HANOVER TRUST COMPANY

By: 

ASSISTANT VICE PRESIDENT

ATTEST:

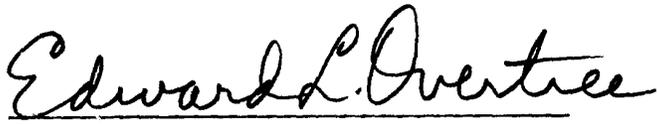

ASSISTANT SECRETARY

GATX CORPORATION
(Formerly known as General American
Transportation Corporation)

By: 

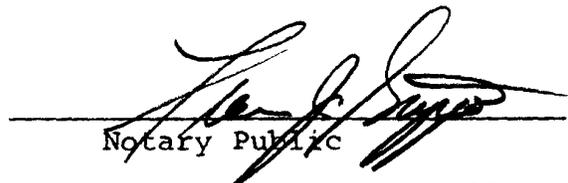
Senior Vice President

ATTEST:


Assistant Secretary

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 28th day of July, May, 1978, before me personally appeared D. A. URSITTI, JR., to me personally known, who, being by me duly sworn, says that he is ASSISTANT VICE PRESIDENT of Manufacturers Hanover Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed 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.

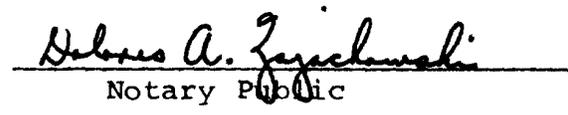

Notary Public

FRANCIS J. GRIPPO
Notary Public, State of New York
No. 43-4522535
Qualified in Richmond County
Certificate filed in New York County
Commission Expires March 30, 1980

* * * * *

STATE OF ILLINOIS)
) ss.:
COUNTY OF C O O K)

On this 4th day of May, 1978, before me personally appeared C. E. COYE, to me personally known, who, being by me duly sworn, says that he is Junior Vice President of GATX CORPORATION, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed 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

SCHEDULE I
 GENERAL AMERICAN TRANSPORTATION CORPORATION
 EQUIPMENT TRUST - SERIES 63
CARS TO BE REMOVED

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY IN GALLONS</u>	<u>INITIALED AND CAR NUMBERS</u>
1 Tank Car	DOT 111A100-W-1	20,000	GATX 3045.
5 Tank Cars	ICC 111A100-W-1	20,000	GATX 64201-64205.
6 Tank Cars	ICC 111A100-W-1	20,000	GATX 64206-64208, 64212 64213, 64215.
1 Tank Car	ICC 111A100-W-1	20,000	GATX 86473.
2 Tank Cars	ICC 111A100-W-1	20,000	GATX 99661, 99663.
2 Tank Cars	ICC 111A100-W-1	20,000	GATX 85681, 85687.
1 Tank Car	ICC 111A100-W-1	20,000	GATX 87124.
2 Tank Cars	ICC 111A100-W-1	20,000	GATX 87201, 87248.
1 Tank Car	ICC 111A100-W-1	20,000	GATX 87276.
1 Tank Car	ICC 111A100-W-1	20,000	GATX 87299.
1 Tank Car	ICC 111A100-W-1	20,000	GATX 99546.
1 Tank Car	ICC 111A100-W-1	20,000	GATX 99558.
3 Tank Cars	ICC 111A100-W-1	20,000	GATX 99606-99608.
5 Tank Cars	ICC 111A100-W-1	20,000	GATX 99613, 99616, 99619, 99622, 99627.
2 Tank Cars	ICC 111A100-W-1	20,000	GATX 99687, 99706.
1 Tank Car	ICC 111A100-W-1	20,000	GATX 99720.
1 Tank Car	ICC 111A100-W-1	20,000	GATX 99734.

SCHEDULE I

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST - SERIES 63 (Cont'd)

CARS TO BE REMOVED

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY IN GALLONS</u>	<u>INITIALED AND CAR NUMBERS</u>
1 Tank Car	ICC 111A100-W-1	20,000	GATX 99755.
1 Tank Car	ICC 111A100-W-1	20,000	GATX 99817.
1 Tank Car	ICC 111A100-W-1	20,000	GATX 99882.
1 Tank Car	ICC 111A60-W-1	8,000	GATX 60716.
2 Tank Cars	ICC 111A60-W-1	10,000	GATX 8741, 8742.
1 Tank Car	ICC 111A60-W-1	10,000	GATX 8945.
1 Tank Car	ICC 111A60-W-1	10,000	GATX 9538.
1 Tank Car	ICC 111A60-W-1	10,000	GATX 21690.
2 Tank Cars	ICC 111A60-W-1	10,000	GATX 80757, 80758.
4 Tank Cars	ICC 111A60-W-1	10,000	GATX 88152, 88159, 88160, 88164.
1 Tank Car	ICC 111A60-W-1	10,000	GATX 88383.
1 Tank Car	ICC 111A60-W-1	10,000	GATX 87624.
1 Tank Car	ICC 111A60-W-1	16,500	GATX 85662.
8 Airslide Cars	LO	2600 Cu.Ft.	GACX 46005, 46014, 46034, 46036, 46049, 46063, 46066. 46139.

SCHEDULE II
 GENERAL AMERICAN TRANSPORTATION CORPORATION
 EQUIPMENT TRUST - SERIES 63
CARS TO BE SUBSTITUTED

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY</u>	<u>INITIALED AND CAR NUMBERS</u>
3 Tank Cars	DOT 103-W	10,000	GATX 35995-35997.
2 Tank Cars	DOT 103-W	10,000	GATX 35998, 35999.
5 Tank Cars	DOT 103AL-W	10,000	GATX 73544-73546, 73548, 73550.
28 Tank Cars	DOT 103AL-W	10,000	GATX 73617-73621, 73623, 73624, 73626, 73628-73630, 73633, 73635-73638, 73641-73643, 73646, 73647, 73649-73651, 73653, 73654, 73656, 73657.
6 Tank Cars	DOT 103AL-W	10,000	GATX 73659, 73660, 73662, 73663, 75028, 75029.
2 Tank Cars	DOT 103AL-W	10,000	GATX 73666, 73667.
1 Tank Car	DOT 103AL-W	10,000	GATX 73668.
1 Tank Car	DOT 103AL-W	10,000	GATX 75024.
21 Airslide Cars	LO	2600 Cu. Ft.	GACX 43136-43139, 43141-43145, 43147-43151, 43153-43158, 43160.
17 Airslide Cars	LO	2600 Cu. Ft.	GACX 43111-43113, 43115-43117, 43119-43122, 43125-43127, 43131, 43132, 43134, 43135.
7 Airslide Cars	LO	4,400 Cu.Ft.	GACX 43114, 43118, 43123, 43124, 43128-43130.