

GENERAL AMERICAN TRANSPORTATION CORPORATION

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

October 5, 1978

GEORGE W. ROTHSCHILD
Vice President, General Counsel
and Secretary

RECORDATION NO. 4951-C Filed 1425

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

OCT 0 1978 - 4951 C
INTERSTATE COMMERCE COMMISSION

Re: General American Transportation
Corporation Equipment Trust
Series 65

8-283A-114
OCT 10 1978
Date
File

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 July 15, 1968 under Recordation No. 4951.

The Trust Equipment deleted by the enclosed, and the equipment substituted therefor, 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:

The Chase Manhattan Bank
One Chase Manhattan Plaza
New York, New York 10015

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
George W. Rothschild

GWR:mlv
Encl.

RECEIVED
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I.C.C.
FEE OPERATION BR.

Interstate Commerce Commission
Washington, D.C. 20423

10/11/78

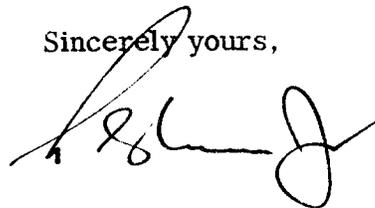
OFFICE OF THE SECRETARY

George W. Rothschild
General American Transp. Corp.
120 S. Riverside Plaza
Chicago, Illinois 60606
c/o Edward L.Overtree

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on 10/10/78 at 10:50am and assigned recordation number(s) 4951-C

Sincerely yours,



H.G. Homme, Jr.,
Acting Secretary

Enclosure(s)

SE-30-T
(2/78)

057 10 1978 10:58 AM

INTERSTATE COMMERCE COMMISSION

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 65

SUPPLEMENTAL AGREEMENT DATED AS OF **APRIL 15, 1978**

TO EQUIPMENT TRUST AGREEMENT DATED AS OF **JULY 15, 1968**

BY AND BETWEEN

THE CHASE NATIONAL BANK

, TRUSTEE

AND

GATX CORPORATION

(Formerly known as General American Transportation Corporation)

Supplemental Agreement dated as of April 15,
1978 by and between The Chase Manhattan Bank,
a National Banking Association, 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 July 15, 1968 (the "Agreement")
creating General American Transportation Corporation Equipment
Trust, Series 65, which Agreement was filed and recorded with
the Interstate Commerce Commission pursuant to Section 20c of
the Interstate Commerce Act on July 15, 1968,
Recordation No. 4951; 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

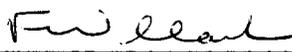
names and their respective corporate seals to be hereunto
affixed, duly attested, as of April 15, 1978.

THE CHASE NATIONAL BANK

By: 

SECOND 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 17th day of August, 1978, before me personally appeared H.W. Tagliabue, to me personally known, who, being by me duly sworn, says that he is a Second Vice President of The Chase Manhattan Bank, that one of the seals affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association 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 association.

Delia M. Killett
Notary Public
DELLA M. KILLETT
NOTARY PUBLIC, State of New York
No. 24-4659667
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1979

* * * * *

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

On this 4th day of April ~~1978~~ MAY, 1978, before me personally appeared C.E. COYL, to me personally known, who, being by me duly sworn, says that he is Senior 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.

Dolores A. Zyzanski
Notary Public

SCHEDULE I
 GENERAL AMERICAN TRANSPORTATION CORPORATION
 EQUIPMENT TRUST - SERIES 65

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 10035.
1 Tank Car	ICC 111A100-W-1	20,000	GATX 12347.
1 Tank Car	ICC 111A100-W-1	20,000	GATX 15908.
1 Tank Car	ICC 111A100-W-1	20,000	GATX 97774.
2 Tank Cars	ICC 111A100-W-1	20,000	GATX 98157, 98158.
1 Tank Car	ICC 111A100-W-1	20,000	GATX 10129.
1 Tank Car	ICC 111A100-W-1	20,000	GATX 10189.
1 Tank Car	ICC 111A100-W-1	20,000	GATX 10232.
1 Tank Car	ICC 111A100-W-1	20,000	GATX 10623.
2 Tank Cars	ICC 111A100-W-1	20,000	GATX 11295, 11297.
1 Tank Car	ICC 111A100-W-1	20,000	GATX 11346.
3 Tank Cars	ICC 111A100-W-1	20,000	GATX 88460, 88462, 88465.
5 Tank Cars	ICC 111A100-W-1	20,000	GATX 91791, 91794, 91799, 91811, 91820.
1 Tank Car	ICC 111A100-W-1	20,000	GATX 98156.
1 Tank Car	ICC 111A100-W-1	20,000	GATX 98617.
4 Tank Cars	ICC 111A100-W-1	8,000	GATX 8126, 8130, 8157, 8174.
4 Tank Cars	ICC 111A100-W-1	8,000	GATX 91574, 91588, 91599, 91610.
11 Tank Cars	ICC 111A100-W-1	18,000	GATX 81447-81450, 81453-81456, 81459, 81463, 81464.

SCHEDULE I (Deletes)

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST - SERIES (65 (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 10613.
1 Tank Car	ICC 111A60-W-1	8,000	GATX 34515.
1 Tank Car	ICC 111A60-W-1	8,000	GATX 55233.
1 Tank Car	ICC 111A60-W-1	8,000	GATX 91346.
1 Tank Car	ICC 111A60-W-1	10,000	GATX 23805.
1 Tank Car	ICC 111A60-W-1	10,000	GATX 27830.
1 Tank Car	ICC 111A60-W-1	10,000	GATX 91670.
4 Tank Cars	ICC 111A60-W-1	10,000	GATX 91912, 91913, 91918, 91926.
3 Tank Cars	ICC 111A60-W-1	10,000	GATX 23809, 23810, 23840.
1 Tank Car	ICC 111A60-W-1	10,000	GATX 91629.
1 Tank Car	ICC 111A60-W-1	10,000	GATX 10274.

SCHEDULE II (Substituted)

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST - SERIES 65

CARS TO BE SUBSTITUTED

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY</u>	<u>INITIALED AND CAR NUMBERS</u>
1 Tank Car	DOT 103AL-W	4,000	GATX 75056.
18 Tank Cars	DOT 105A500-W	10,800	GATX 72101-72103, 72105-72107, 72109-72111, 72117, 72119- 72121, 72123, 72126-72129.
32 Tank Cars	DOT 105A500-W	10,800	GATX 72130, 72132, 72133, 72136, 72137, 72140, 72142-72145, 72147-72150, 72156-72160, 72162-72164, 72167, 72169- 72175, 72177, 72179.
4 Tank Cars	DOT 105A500-W	10,800	GATX 72190, 72192-72194.
1 Tank Car	DOT 105A500-W	10,800	GATX 72358.
1 Tank Car	DOT 111A60AL-W-2	10,000	GATX 70905.
4 Tank Cars	DOT 111A60-W-1	10,000	GATX 72104, 72113, 72115, 72118.
3 Tank Cars	DOT 111A60-W-1	10,000	GATX 72134, 72165, 72166.
7 Tank Cars	DOT 111A60-W-1	10,000	GATX 72200, 72201, 72203, 72205, 72207, 72208, 72212.
1 Tank Car	ICC 103AL-W	8,000	GATX 87024.
14 Airslide Cars	LO	2600 Cu. Ft.	ATW 48075-48077, 48084, 48086, GACX 48000-48003, 48006, 48007, 48009, 48011, 48013.