

GATX CORPORATION

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

GEORGE W. ROTHSCHILD
Vice President, General Counsel & Sec

7-2421075

AUG 30 1977

10

August 26, 1977

Washington, D. C.
Secretary of the Interstate
Commerce Commission
Washington, D.C. 20525

RECORDATION NO. 7145-B Filed & Recorded.

AUG 30 1977 - 12 25 PM

Re: Equipment Trust Series 70
Recordation No. 7145

Dear Sir:

I transmit herewith:

(A) 4 original counterparts (2 for post-recording return and 2 for the Commission's file) of Supplemental Agreement dated as of July 28, 1977, by and between Continental Illinois National Bank and Trust Company of Chicago, as Trustee and General American Transportation Corporation (name changed to GATX Corporation on June 27, 1975) which Supplemental Agreement amends Equipment Trust Agreement dated as of August 15, 1973, by and between Continental Illinois National Bank and Trust Company, Trustee, and General American Transportation Corporation, creating General American Transportation Corporation Equipment Trust Series 70; and

(B) Check for \$10.00 to cover the recordation fee.

The Equipment Trust Agreement dated as of August 15, 1973 referred to in item (A) was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on August 31, 1973, Recordation No. 7145.

Please proceed with recordation of the Supplemental Agreement mentioned in item (A) pursuant to Section 20c of the Interstate Commerce Act and then return 2 copies to the undersigned.

The names and addresses of the parties to the transaction are as follows:

Trustee: Continental Illinois National Bank and
Trust Company of Chicago
231 S. La Salle Street
Chicago, Illinois 60693

Wm. J. Overtree



Secretary of the Interstate
Commerce Commission
Page Two

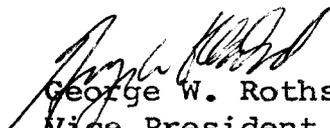
Guarantor of Equipment Trust Certificates:

GATX Corporation
120 South Riverside Plaza
Chicago, Illinois 60606

The Equipment covered by the enclosed Supplemental Agreement consists of railroad cars, subparagraph "(a)" of said agreement constituting a deletion from the list of Equipment headed "Schedule I - Description of Trust Equipment" forming part of said Equipment Trust Agreement dated as of August 15, 1973 and subparagraph "(b)" of said Supplemental Agreement constituting an addition to said list headed "Schedule I - Description of Trust Equipment". The AAR mechanical designations, if any, the number of each type, identifying initials and serial numbers are set forth in said Supplemental Agreement.

I am an executive officer of GATX Corporation having knowledge of the matters set forth herein.

Very truly yours,


George W. Rothschild
Vice President

Encls.

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 70

RECORDATION NO. 7145-B Filed & Recorded

AUG 30 1977 -12 25 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF JULY 28, 1977

TO EQUIPMENT TRUST AGREEMENT DATED AS OF AUGUST 15, 1973

BY AND BETWEEN
CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO _____, TRUSTEE

AND

GATX CORPORATION
(Formerly known as General American Transportation Corporation)

Supplemental Agreement dated as of July 28,
1977 by and between Continental Illinois National Bank and,
Trust Company of Chicago
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 August 15, 1973 (the "Agreement
creating General American Transportation Corporation Equipment
Trust, Series 70, which Agreement was filed and recorded with
the Interstate Commerce Commission pursuant to Section 20c of
the Interstate Commerce Act on August 31, 1973,
Recordation No. 7145; and

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

NOW, THEREFORE, the parties hereto agree that Schedule
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 July 28, 1977.

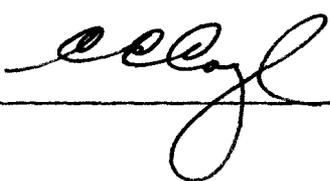
CONTINENTAL ILLINOIS NATIONAL
BANK AND TRUST COMPANY OF CHICAGO

By: 
Vice President

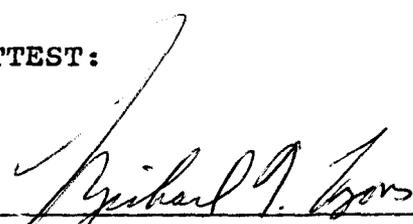
ATTEST:


TRUST OFFICER

GATX CORPORATION
(Formerly known as General American
Transportation Corporation)

By: 

ATTEST:


Assistant Secretary

STATE OF ILLINOIS)
) ss.:
COUNTY OF COOK)

On this 28th day of July, 1977, before me personally appeared Donald Alfvn, to me personally known, who, being by me duly sworn, says that he is Vice President of Continental Illinois National Bank & Trust Company of Chicago, that one of the seals affixed to the foregoing instrument is the corporate seal of said Bank that said instrument was signed and sealed on behalf of said Bank 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 Bank.


R. S. DONOVAN
Notary Public

MY COMMISSION EXPIRES APRIL 26, 1980

* * * * *

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

On this 28th day of July, 1977, before me personally appeared C. E. Coyl, to me personally known, who, being by me duly sworn, says that he is Chairman of the Board 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.


Edith J. Richards
Notary Public

SCHEDULE I

TO SUPPLEMENTAL AGREEMENT DATED
AS OF July 28, 1977 TO EQUIPMENT
TRUST AGREEMENT DATED AS OF
August 15, 1973 (SERIES 70)

(Trust Equipment to be deleted from Schedule I:)

<u>QUANTITY</u>	<u>CLASSIFICATIONS</u>	<u>CAPACITY IN GALLONS</u>	<u>INITIALED AND CAR NUMBERS</u>
23 Tank Cars	DOT 112 A 400-W	33,500	GATX 27716-27734, 27736-27739.
7 Tank Cars	DOT 112 A 400-W	33,500	GATX 27735, 27740 - 27745.
1 Tank Car	DOT 111 A 100-W-1	20,000	GATX 42173.
1 Tank Car	DOT 111 A 100-W-1	20,000	GATX 42468.
1 Tank Car	DOT 111 A 100-W-1	12,500	GATX 47100.
1 Hopper Car	DOT HTS	3,850 Cu.Ft	GGPX 71226.

SCHEDULE II

TO SUPPLEMENTAL AGREEMENT DATED
AS OF July 28, 1977 TO EQUIPMENT
TRUST AGREEMENT DATED AS OF
August 15, 1973 (SERIES 70)

(Trust Equipment to be added to Schedule I)

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY</u>	<u>INITIALED AND CAR NUMBERS</u>
1 Tank Car	DOT 111 A 100-W-2	13,200	GATX 19039.
1 Tank Car	DOT 111 A 100-W-1	16,500	GATX 48785.
6 Tank Cars	DOT 111 A 60-W-1	16,000	GATX 47374, 47377 - 47380, 4738
4 Tank Cars	DOT 112 A 340-W	31,800	GATX 55575 - 55577, 55581.
6 Tank Cars	DOT 112 A 340-W	31,800	GATX 55569, 55572, 55578, 55579, 55581, 55582
20 Tank Cars	DOT 112 A 340-W	31,800	GATX 55583 - 55602.
<u>13</u> Tank Cars	DOT 112 A 340-W	31,800	GATX 55619 - 55631.