GATX

No. 0-352H081
Date DEC 17 1980
Fee $ 10.00
ICC Washington, D. C.

GENERAL AMERICAN
TRANSPORTATION CORPORATION

120 SOUTH RIVERSIDE PLAZA
CHICAGO, IL60606
312-621-6200

December 12, 1980

DEC 17 1980 - 2 25 PM
INTERSTATE COMMERCE COMMISSION

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 August 13, 1980, 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 2, 1966, under Recordation No. 3854.

The Trust Equipment deleted by the enclosed consists of railroad cars described in the aforementioned documents (primarily railroad cars of various AAR, DOT, and ICC classifications) 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
40 Wall Street
New York, New York 10015

General American Transportation Corporation
120 South Riverside Plaza
Chicago, Illinois 60606
Attention: Mr. L. J. Kaye, Controller-GATC

DEC 17 12 19 PM '80
DOCKET FILES
BRANCH

I am Controller of General American Transporation Corporation ("GATC") having knowledge of the matters set forth herein.

Very truly yours,

L. J. Kaye

L. J. Kaye
CONTROLLER-GATC

LJK/meb
Encl.

CORPORATION NO. 3854-B Filed 1425

DEC 17 1980 - 2 25 PM

INTERSTATE COMMERCE COMMISSION

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 63

SUPPLEMENTAL AGREEMENT DATED AS OF August 13, 1980

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 August 13, 1980 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 July 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 August 13, 1980.

MANUFACTURERS HANOVER TRUST COMPANY

By: _____
D. A. URSITTI, JR.
ASSISTANT VICE PRESIDENT

ATTEST:

_____
T. C. Monahan

GATX CORPORATION
(FORMERLY KNOWN AS GENERAL AMERICAN TRANSPORTATION CORPORATION)

By: _____
G. C. YATES, SENIOR VICE PRESIDENT

ATTEST:

_____
ASSISTANT SECRETARY

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

On this 2nd day of December, 1980, 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 Company, that said instrument was signed and sealed on behalf of said Company 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 Company.

Frances Fraumeni
Notary Public
FRANCES FRAUMENI
Notary Public, State of New York
No. 24-4608287
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1981

* * * * * * * * * * * * *

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

On this 13th day of August, 1980, before me personally appeared G. C. YATES, 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.

Donald A. Sum
Notary Public

SCHEDULE II

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST - SERIES 63

CARS TO BE SUBSTITUTED

QUANTITY	CLASSIFICATION	CAPACITY	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
8 Tank Cars	AAR 203-W	18,000	GATX 35081-35088.	$21,450.00	$18,325.00	$146,600.00	6-1960	6-1960
1 Tank Car	AAR 211A100-W-1	20,000	GATX 86644.	12,699.00	10,849.00	10,849.00	7-1960	7-1960
4 Tank Cars	DOT 103-W	4,000	GATX 2543, 2544, 2546, 2549.	7,503.00	6,409.00	25,636.00	5-1960	5-1960
4 Tank Cars	DOT 103-W	4,000	GATX 31207, 31209-31211.	16,675.00	15,401.00	61,604.00	12-1960	12-1960
2 Tank Cars	DOT 103-W	4,000	GATX 60121, 60122.	10,091.00	9, 320.00	18,640.00	9-1960	9-1960
1 Tank Car	DOT 103-W	4,000	GATX 60335.	10,167.00	8,686.00	8,686.00	2-1960	2-1960
1 Tank Car	DOT 103-W	4,000	GATX 60399.	9,972.00	9,210.00	9,210.00	9-1960	9-1960
1 Tank Car	DOT 103-W	4,000	GATX 70374.	10,881.00	9,295.00	9,295.00	5-1960	5-1960
3 Tank Cars	DOT 103-W	4,000	GATX 81073-81075.	8,475.00	7,240.00	21,720.00	1-1960	1-1960
3 Tank Cars	DOT 103-W	4,000	GATX 85340, 85342, 85343.	11,928.00	10,190.00	30,570.00	7-1960	7-1960
3 Tank Cars	DOT 103-W	4,000	GATX 85344, 85347, 85349.	11,928.00	11,016.00	33,048.00	8-1960	8-1960
1 Tank Car	DOT 103-W	4,000	GATX 85362.	12,155.00	11,226.00	11,226.00	8-1960	8-1960
1 Tank Car	DOT 103-W	4,000	GATX 85366.	11,928.00	11,016.00	11,016.00	10-1960	10-1960
1 Tank Car	DOT 103-W	4,000	GATX 85367.	13,035.00	12,039.00	12,039.00	10-1960	10-1960
1 Tank Car	DOT 103-W	4,000	GATX 85369.	8,574.00	7,918.00	7,918.00	9-1960	9-1960
1 Tank Car	DOT 103-W	4,000	GATX 85380.	8,398.00	7,174.00	7,174.00	7-1960	7-1960
2 Tank Cars	DOT 103-W	4,000	GATX 86805, 86806.	16,289.00	15,044.00	30,088.00	10-1960	10-1960
8 Tank Cars	DOT 103-W	6,000	GATX 198-205.	7,701.00	6,579.00	52,632.00	5-1960	5-1960

SCHEDULE II

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST - SERIES 63

CARS TO BE SUBSTITUTED

QUANTITY	CLASSIFICATION	CAPACITY	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
3 Tank Cars	DOT 103-W	6,000	GATX 845-847.	$11,499.00	$ 9,823.00	$ 29,469.00	7-1960	7-1960
3 Tank Cars	DOT 103-W	6,000	GATX 848-850.	11,499.00	10,620.00	31,860.00	8-1960	8-1960
5 Tank Cars	DOT 103-W	6,000	GATX 1463-1467.	9,739.00	8,320.00	41,600.00	7-1960	7-1960
1 Tank Car	DOT 103-W	10,000	GATX 75470.	9,462.00	8,739.00	8,739.00	10-1960	10-1960
2 Tank Cars	DOT 103-W	10,000	GATX 80359, 80360.	8,752.00	7,476.00	14,952.00	6-1960	6-1960
60						$634,571.00		

SCHEDULE I

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST - SERIES 63

CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1 Tank Car	ICC 111A60-W-1	10,000	GATX 86557.	$15,049.00	$18,805.00	$ 18,805.00	6-1966	6-1966
1 Tank Car	ICC 111A60-W-1	10,000	GATX 87630.	12,607.00	15,753.00	15,753.00	4-1966	4-1966
1 Tank Car	ICC 111A60-W-1	10,000	TCX 8063.	9,920.00	12,395.00	12,395.00	4-1966	4-1966
1 Tank Car	ICC 111A60AL-W	10,000	GATX 8222.	14,950.00	18,681.00	18,681.00	3-1966	3-1966
1 Tank Car	ICC 111A100-W-1	15,000	GATX 64249.	16,216.00	20,263.00	20,263.00	6-1966	6-1966
1 Tank Car	ICC 111A100-W-1	20,000	GATX 87126.	13,630.00	16,102.00	16,102.00	6-1965	6-1965
1 Tank Car	ICC 111A60-W-1	6,000	GATX 72856.	17,532.00	21,908.00	21,908.00	3-1966	3-1966
1 Tank Car	ICC 111A60-W-1	8,000	GATX 60709.	9,274.00	10,956.00	10,956.00	6-1965	6-1965
1 Tank Car	ICC 111A60-W-1	8,000	GATX 88428.	10,799.00	13,494.00	13,494.00	3-1966	3-1966
1 Tank Car	ICC 111A60-W-1	10,000	GATX 9537.	10,597.00	13,241.00	13,241.00	2-1966	2-1966
1 Tank Car	ICC 111A60-W-1	20,000	GATX 99764.	20,208.00	25,252.00	25,252.00	6-1966	6-1966
1 Airslide Car	LO	2,600 Cu.Ft.	GACX 43141.	9,780.00	9,529.00	9,529.00	4-1957	4-1957
2 Refrigerator Cars	RPL	4,088 Cu.Ft.	MILW 9661, 9744.	31,882.00	33,320.00	66,640.00	9-1965	9-1965
1 Refrigerator Car	RPL	4,088 Cu.Ft.	MILW 9689.	31,882.00	33,320.00	33,320.00	11-1965	11-1965
2 Refrigerator Cars	RPL	4,088 Cu.Ft.	MILW 9769, 9782.	31,882.00	33,320.00	66,640.00	10-1965	10-1965
						$634,557.00		

SCHEDULE I

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST - SERIES 63

CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1 Tank Car	DOT 103-W	10,000	GATX 87747.	$11,038.00	$ 8,763.00	$ 8,763.00	4-1959	4-1959
1 Tank Car	DOT 103-W	10,000	GATX 88004.	11,527.00	8,597.00	8,597.00	4-1958	4-1958
1 Tank Car	DOT 103A-W	8,000	GATX 59519.	8,591.00	6,407.00	6,407.00	4-1958	4-1958
1 Tank Car	DOT 103A-W	8,000	GATX 72459.	10,591.00	7,899.00	7,899.00	1-1958	1-1958
1 Tank Car	DOT 103AL-W	10,000	GATX 54818.	16,337.00	12,969.00	12,969.00	5-1959	5-1959
1 Tank Car	ICC 111A60-W-1	8,000	GATX 6451.	12,661.00	14,958.00	14,958.00	5-1965	5-1965
1 Tank Car	ICC 111A100-W-1	10,000	GATX 74138.	10,640.00	13,295.00	13,295.00	5-1966	5-1966
1 Tank Car	ICC 111A100-W-1	10,000	GATX 74151.	10,640.00	13,295.00	13,295.00	6-1966	6-1966
1 Tank Car	ICC 111A100-W-1	15,000	GATX 64230.	16,216.00	20,263.00	20,263.00	6-1966	6-1966
1 Tank Car	ICC 111A100-W-1	15,000	GATX 81351.	15,651.00	19,557.00	19,557.00	10-1965	10-1965
1 Tank Car	ICC 111A100-W-1	15,000	GATX 81394.	16,824.00	21,023.00	21,023.00	1-1966	1-1966
1 Tank Car	ICC 111A100-W-1	20,000	GATX 87125.	13,630.00	16,102.00	16,102.00	6-1965	6-1965
1 Tank Car	ICC 111A100-W-1	20,000	GATX 99560.	14,004.00	17,499.00	17,499.00	5-1966	5-1966
1 Tank Car	ICC 111A100-W-1	20,000	GATX 99599.	14,004.00	17,499.00	17,499.00	6-1966	6-1966
1 Tank Car	ICC 111A100-W-2	10,000	GATX 59820.	13,472.00	16,834.00	16,834.00	11-1965	11-1965
1 Tank Car	ICC 111A100-W-2	12,500	GATX 8354.	13,797.00	17,240.00	17,240.00	11-1965	11-1965
1 Tank Car	ICC 111A60-W-1	10,000	GATX 8953.	10,748.00	13,430.00	13,430.00	2-1966	2-1966
1 Tank Car	ICC 111A60-W-1	10,000	GATX 20872.	10,383.00	12,974.00	12,974.00	10-1965	10-1965
1 Tank Car	ICC 111A60-W-1	10,000	GATX 20879.	10,383.00	12,974.00	12,974.00	11-1965	11-1965