

GATX

RECORDATION NO. 4951-E Filed 1425

1-210A083

GENERAL AMERICAN
TRANSPORTATION CORPORATION

120 SOUTH RIVERSIDE PLAZA
CHICAGO, IL 60606
312-621-6200

JUL 29 1981 - 11 10 AM
INTERSTATE COMMERCE COMMISSION

No. _____
Date JUL 29 1981
Fee \$ 10.00
ICC Washington, D. C.

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

July 27, 1981

RE: GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST SERIES 65

Gentlemen:

Enclosed herewith are five (5) signed copies of a Supplemental Agreement dated as of July 15, 1981 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 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:

Chase Manhattan Bank, N.A.
1 New York Plaza
New York, New York 10081
Attn: Susan O'Keefe

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

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

Very truly yours,

L. J. Kaye
L. J. Kaye
CONTROLLER-GATC

LJK/meb
Encl.

RECEIVED
JUL 29 11 02 AM '81
ICC
OPERATION BR.

Counterpart - Susan J. Petrick

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

L. J. Kaye
General American Trnsp. Corp.
120 South Riverside Plaza
Chicago, Illinois 60606

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **7/29/81** at **11:10AM** and assigned re-
recordation number (s) **.4951-E**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 65

RECORDATION NO. 4951-E Filed 1495

JUL 29 1981 11 10 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF July 15, 1981
TO EQUIPMENT TRUST AGREEMENT DATED AS OF JULY 15, 1968

BY AND BETWEEN

THE CHASE MANHATTAN BANK, N.A., Trustee

AND

GATX CORPORATION

(Formerly known as General American Transportation
Corporation)

Supplemental Agreement dated as of July 15, 1981 by and between The Chase Manhattan Bank, N.A., 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:

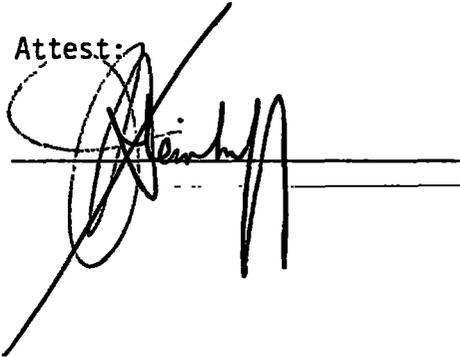
(a) deleting therefrom the units of Trust Equipment described in Schedule I attached hereto, and

(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 July 15, 1981.

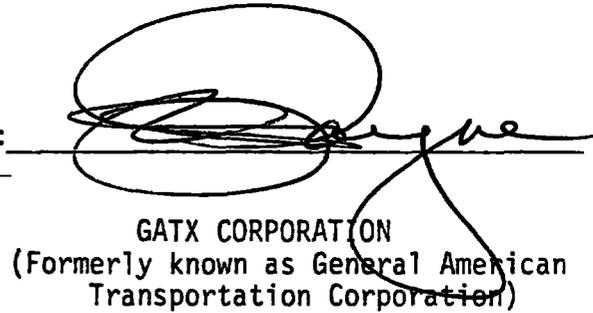
THE CHASE MANHATTAN BANK, N.A., Trustee

Attest:



A handwritten signature in cursive script, appearing to be "John M. [unclear]", written over a horizontal line.

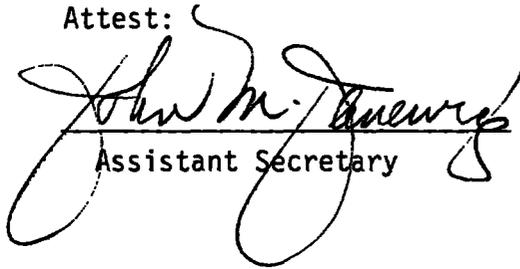
By:



A handwritten signature in cursive script, appearing to be "H. J. Nord", written over a horizontal line.

GATX CORPORATION
(Formerly known as General American
Transportation Corporation)

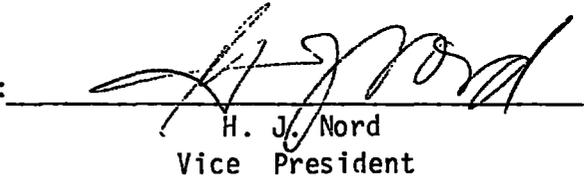
Attest:



A handwritten signature in cursive script, appearing to be "John M. [unclear]", written over a horizontal line.

Assistant Secretary

By:

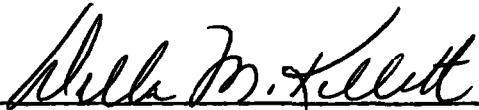


A handwritten signature in cursive script, appearing to be "H. J. Nord", written over a horizontal line.

H. J. Nord
Vice President

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

On this 22nd day of July, 1981, before me personally appeared F.A. Payne, to me personally known, who, being by me duly sworn, says that he is a vice President of The Chase Manhattan Bank, N.A., 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.

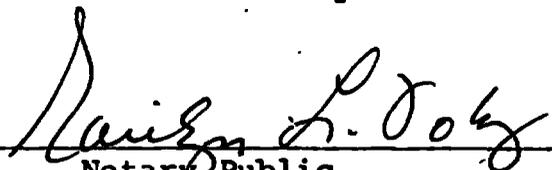


Notary Public

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, 1983

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

On this 15th day of July, 1981, before me personally appeared H. J. Nord, to me personally known, who, being by me duly sworn, says that he is 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 65

CARS TO BE REMOVED

CAPACITY

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>IN GALLONS</u>	<u>INITIALED AND CAR NUMBERS</u>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR INTO SERVICE</u>	<u>YEAR ACQUIRED</u>
1 Tank Car	DOT 103-W	8,000	GATX 4709.	\$ 8,414.00	\$ 7,320.00	\$ 7,320.00	1-1960	1-1960
1 Tank Car	DOT 103-W	8,000	GATX 4721.	8,414.00	7,320.00	7,320.00	2-1960	2-1960
2 Tank Cars	DOT 103-W	8,000	GATX 70096, 70097.	10,111.00	8,896.00	17,792.00	9-1959	9-1959
1 Tank Car	DOT 103-W	8,000	GATX 81901.	12,812.00	11,147.00	11,147.00	3-1960	3-1960
2 Tank Cars	DOT 103-W	8,000	GATX 81906, 81907.	12,812.00	11,147.00	22,294.00	4-1960	4-1960
1 Tank Car	DOT 103-W	8,000	GATX 81909.	8,502.00	7,397.00	7,397.00	3-1960	3-1960
1 Tank Car	DOT 103-W	8,000	GATX 81933.	14,166.00	13,412.00	13,412.00	12-1960	12-1960
4 Tank Cars	DOT 103-W	8,000	GATX 85108, 85109, 85116, 85124.	8,192.00	7,127.00	28,508.00	4-1960	4-1960
4 Tank Cars	DOT 103-W	8,000	GATX 85156, 85157, 85160, 85161.	8,661.00	7,535.00	30,140.00	6-1960	6-1960
6 Tank Cars	DOT 103-W	8,000	GATX 85174, 85177, 85188, 85190, 85192, 85193.	8,661.00	7,535.00	45,210.00	7-1960	7-1960
2 Tank Cars	DOT 103-W	8,000	GATX 86100, 86115.	10,726.00	10,155.00	20,310.00	10-1960	10-1960
3 Tank Cars	DOT 103-W	8,000	GATX 86116, 86134, 86135.	10,726.00	10,155.00	30,465.00	11-1960	11-1960
1 Tank Car	DOT 103-W	8,000	GATX 7796.	8,680.00	8,218.00	8,218.00	9-1960	9-1960
1 Tank Car	DOT 103-W	8,000	GATX 81912.	14,704.00	13,922.00	13,922.00	9-1960	9-1960
1 Tank Car	DOT 103-W	8,000	GATX 81919.	14,166.00	12,325.00	12,325.00	6-1960	6-1960
2 Tank Cars	DOT 103-W	8,000	GATX 81934, 81935.	9,204.00	8,714.00	17,428.00	8-1960	8-1960
2 Tank Cars	DOT 103-W	8,000	GATX 85133, 85148.	13,966.00	12,151.00	24,302.00	6-1960	6-1960
1 Tank Car	DOT 103-W	10,000	GATX 31012.	27,777.00	24,167.00	24,167.00	2-1960	2-1960

SCHEDULE I

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST - SERIES 65

CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR			
							INTO SERVICE	ACQUIRED		
1	Tank Car	DOT 103AL-W	4,000	GATX 75056.	\$17,146.00	\$13,533.00	\$	13,533.00	8-1957	8-1957
1	Tank Car	DOT 105A200AL-W	10,200	GATX 84561.	15,495.00	12,810.00		12,810.00	12-1958	12-1958
1	Tank Car	DOT 105A300-W	10,800	GATX 33794.	13,874.00	11,470.00		11,470.00	10-1958	10-1958
1	Tank Car	DOT 105A300-W	10,800	GATX 72199.	12,676.00	10,480.00		10,480.00	12-1958	12-1958
1	Tank Car	DOT 105A500-W	10,800	GATX 33798.	13,874.00	11,470.00		11,470.00	10-1958	10-1958
2	Tank Cars	DOT 105A500-W	10,800	GATX 72102, 72110.	12,553.00	8,846.00		17,692.00	4-1957	4-1957
2	Tank Cars	DOT 105A500-W	10,800	GATX 72127, 72129.	12,553.00	8,846.00		17,692.00	7-1957	7-1957
1	Tank Car	DOT 105A500-W	10,800	GATX 72130.	12,951.00	9,127.00		9,127.00	5-1957	5-1957
2	Tank Cars	DOT 105A500-W	10,800	GATX 72140, 72150.	12,951.00	9,127.00		18,254.00	6-1957	6-1957
1	Tank Car	DOT 105A500-W	10,800	GATX 72190.	13,436.00	10,312.00		10,312.00	10-1956	10-1956
1	Tank Car	DOT 105A500-W	10,800	GATX 72196.	12,676.00	10,480.00		10,480.00	12-1958	12-1958
2	Tank Cars	DOT 105A500-W	10,800	GATX 72365, 72377.	13,645.00	10,947.00		21,894.00	2-1959	2-1959
2	Tank Cars	DOT 105A500-W	10,800	GATX 76258, 76290.	13,350.00	10,710.00		21,420.00	4-1959	4-1959
1	Tank Car	DOT 105A500-W	10,800	GATX 79483.	13,799.00	12,142.00		12,142.00	8-1959	8-1959
1	Tank Car	DOT 105A500-W	10,800	GATX 82202.	13,465.00	10,802.00		10,802.00	6-1959	6-1959
1	Tank Car	DOT 105A500-W	10,800	GATX 82206.	13,465.00	10,802.00		10,802.00	7-1959	7-1959
3	Tank Cars	DOT 105A500-W	10,800	GATX 83004, 83005, 83020.	13,645.00	10,947.00		32,841.00	3-1959	3-1959
1	Tank Car	DOT 105A500-W	10,800	GATX 72101.	12,553.00	8,846.00		8,846.00	4-1957	4-1957

SCHEDULE 1
 GENERAL AMERICAN TRANSPORTATION CORPORATION
 EQUIPMENT TRUST - SERIES 65
 CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY		INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
		IN GALLONS							
1 Tank Car	DOT 105A500-W	16,500		GATX 91461.	\$19,419.00	\$28,360.00	\$ 28,360.00	10-1967	10-1967
5 Tank Cars	DOT 111A100-W-1	12,500 13,200		GATX 92035, 92037, 92038, 92048, 92056.	18,038.00	26,343.00	131,715.00	5-1968	5-1968
5 Tank Cars	DOT 111A100-W-5	4,000		GATX 11362, 11364-11367.	13,577.00	19,828.00	99,140.00	10-1967	10-1967
1 Tank Car	DOT 111A60-W-1	10,000		GATX 10000.	9,780.00	13,544.00	13,544.00	7-1967	7-1967
1 Tank Car	DOT 111A60-W-1	10,000		GATX 10272.	14,290.00	20,869.00	20,869.00	3-1968	3-1968
2 Tank Cars	DOT 111A60-W-1	10,000		GATX 23802, 23845.	9,463.00	13,105.00	26,210.00	4-1967	4-1967
1 Tank Car	DOT 111A60-W-1	10,000		GATX 34525.	10,340.00	14,319.00	14,319.00	5-1967	5-1967
1 Tank Car	DOT 111A60-W-1	10,000		GATX 91916.	10,926.00	15,956.00	15,956.00	4-1968	4-1968
1 Tank Car	ICC 111A100-W-1	8,000		GATX 8156.	15,397.00	21,323.00	21,323.00	5-1967	5-1967
1 Tank Car	ICC 111A100-W-1	8,000		GATX 91598.	14,194.00	20,729.00	20,729.00	2-1968	2-1968
1 Tank Car	ICC 111A60-W-1	8,000		GATX 91321.	15,173.00	22,159.00	22,159.00	1-1968	1-1968
1 Tank Car	ICC 111A60-W-1	10,000		GATX 23815.	9,463.00	13,105.00	13,105.00	4-1967	4-1967
1 Tank Car	ICC 111A60-W-1	10,000		GATX 91829.	10,429.00	15,230.00	15,230.00	2-1968	2-1968
3 Tank Cars	ICC 111A100-W-1	10,000		GATX 98452, 98494, 98498.	11,268.00	15,605.00	46,815.00	6-1967	6-1967
1 Tank Car	ICC 111A100-W-1	12,500		GATX 10710.	17,874.00	26,104.00	26,104.00	4-1968	4-1968
1 Tank Car	ICC 111A100-W-1	13,200		GATX 92023.	18,038.00	26,343.00	26,343.00	5-1968	5-1968
1 Tank Car	ICC 111A100-W-1	20,000		GATX 11298.	14,651.00	21,396.00	21,396.00	8-1967	8-1967
1 Tank Car	ICC 111A100-W-1	20,000		GATX 14129.	14,341.00	20,944.00	20,944.00	5-1968	5-1968

SCHEDULE 1

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST - SERIES 65

CARS TO BE REMOVED

<u>QUANTITY</u>	<u>CLASSIFICATION</u>	<u>CAPACITY</u>		<u>INITIALED AND CAR NUMBERS</u>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR</u>	<u>YEAR</u>
		<u>IN</u>	<u>GALLONS</u>					<u>INTO</u>	<u>ACQUIRED</u>
5	Tank Cars	ICC 111A100-W-1	20,000	GATX 88458, 88459, 88461, 88463, 88464.	\$14,408.00	\$19,953.00	\$ 99,765.00	5-1967	5-1967
4	Tank Cars	ICC 111A100-W-1	20,000	GATX 97756, 97757, 97762, 97773.	15,067.00	20,866.00	83,464.00	2-1967	2-1967
1	Tank Car	ICC 111A100-W-1	20,000	GATX 98196.	14,450.00	20,011.00	20,011.00	5-1967	5-1967
1	Tank Car	ICC 111A100-W-1	20,000	GATX 98601.	13,814.00	19,131.00	19,131.00	3-1967	3-1967
1	Tank Car	ICC 111A100-W-1	20,000	GATX 98610.	14,821.00	20,525.00	20,525.00	5-1967	5-1967
1	Tank Car	ICC 111A100-W-1	24,000	GATX 12297.	16,158.00	23,597.00	23,597.00	2-1968	2-1968
1	Tank Car	ICC 111A60-W-1	8,000	GATX 27616.	16,413.00	23,970.00	23,970.00	4-1968	4-1968
1	Tank Car	ICC 111A60-W-1	10,000	GATX 3612.	10,336.00	14,314.00	14,314.00	5-1967	5-1967
1	Tank Car	ICC 111A60-W-1	10,000	GATX 27360.	14,399.00	21,029.00	21,029.00	5-1968	5-1968
2	Tank Cars	ICC 111A60-W-1	10,000	GATX 27828, 27829.	10,710.00	15,641.00	31,282.00	11-1967	11-1967
1	Tank Car	ICC 111A60-W-1	10,000	GATX 91665.	10,457.00	15,271.00	15,271.00	4-1968	4-1968
2	Tank Cars	ICC 111A60-W-1	10,000	GATX 91835, 91841.	10,429.00	15,230.00	30,460.00	2-1968	2-1968
1	Tank Car	ICC 111A60-W-1	12,500	GATX 81626.	10,581.00	14,653.00	14,653.00	4-1967	4-1967
1	Tank Car	ICC 112A340-W	25,600	GATX 12267.	16,452.00	22,784.00	22,784.00	6-1967	6-1967
1	Tank Car	ICC 111A100-W-1	8,000	GATX 91584.	14,194.00	20,729.00	20,729.00	2-1968	2-1968
5	Tank Cars	ICC 111A100-W-1	13,200	GATX 92003, 92022, 92028, 92041, 92057.	18,038.00	26,343.00	131,715.00	5-1968	5-1968
1	Tank Car	ICC 111A100-W-1	15,000	GATX 12081.	14,850.00	20,565.00	20,565.00	11-1967	11-1967

SCHEDULE 1

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>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR</u>	
							<u>INTO SERVICE</u>	<u>ACQUIRED</u>
1 Tank Car	ICC 111A100-W-1	20,000	GATY 10222.	\$14,528.00	\$21,217.00	\$ 21,217.00	8-1967	8-1967
1 Tank Car	ICC 111A100-W-1	20,000	GATY 25420.	15,098.00	22,049.00	22,049.00	3-1968	3-1968
1 Tank Car	ICC 111A60-W-1	8,000	GATY 23863.	9,198.00	12,738.00	12,738.00	5-1967	5-1967
1 Tank Car	ICC 111A60-W-1	8,000	GATY 55228.	14,520.00	21,205.00	21,205.00	5-1968	5-1968
1 Tank Car	ICC 111A60-W-1	10,000	GATY 7677.	10,474.00	14,505.00	14,505.00	6-1967	6-1967
1 Tank Car	ICC 111A60-W-1	10,000	GATY 38021.	11,260.00	16,444.00	16,444.00	8-1967	8-1967
1 Tank Car	ICC 111A60-W-1	10,000	GATY 38037.	11,260.00	16,444.00	16,444.00	9-1967	9-1967
1 Tank Car	ICC 111A60-W-1	10,000	GATY 66840.	15,331.00	22,389.00	22,389.00	11-1967	11-1967
1 Tank Car	ICC 111A60-W-1	10,000	GATY 91854.	10,429.00	15,230.00	15,230.00	2-1968	2-1968
1 Tank Car	ICC 111A60-W-1	12,500	GATY 81624.	10,581.00	14,653.00	14,653.00	4-1967	4-1967
1 Hopper Car	LO	3,500 Cu. Ft.	GACX 55000.	14,347.00	22,199.00	22,199.00	5-1967	5-1967

SCHEDULE 11

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST - SERIES 65

CARS TO BE SUBSTITUTED

QUANTITY	CLASSIFICATION	CAPACITY	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR	
							INTO SERVICE	ACQUIRED
1 Tank Car	DOT 103-W	10,000	GATX 74986.	\$10,741.00	\$ 9,345.00	\$ 9,345.00	5-1960	5-1960
18 Tank Cars	DOT 103-W	10,000	GATX 80361, 80363, 80365-80371, 80373, 80379, 80382-80384, 80390, 80391, 80393, 80394.	8,752.00	7,614.00	137,052.00	6-1960	6-1960
1 Tank Car	DOT 103-W	10,000	GATX 80397.	8,752.00	8,286.00	8,286.00	9-1960	9-1960
5 Tank Cars	DOT 103-W	10,000	GATX 80721, 80724-80726, 80728.	8,876.00	8,404.00	42,020.00	9-1960	9-1960
3 Tank Cars	DOT 103-W	10,000	GATX 80738, 80741, 80745.	8,876.00	7,722.00	23,166.00	5-1960	5-1960
1 Tank Car	DOT 103-W	12,500	GATX 30222.	9,914.00	8,625.00	8,625.00	2-1960	2-1960
1 Tank Car	DOT 103A-W	8,000	GATX 4720.	8,414.00	7,320.00	7,320.00	1-1960	1-1960
3 Tank Cars	DOT 103A-W	10,000	GATX 34458-34460.	9,503.00	8,268.00	24,804.00	3-1960	3-1960
2 Tank Cars	DOT 103B-W	8,000	GATX 72397, 72399.	11,426.00	9,941.00	19,882.00	3-1960	3-1960
2 Tank Cars	DOT 105A200-W	11,000	GATX 80562, 80585.	11,082.00	9,751.00	19,502.00	12-1959	12-1959
1 Tank Car	DOT 105A300-W	11,000	GATX 80442.	11,139.00	9,801.00	9,801.00	12-1959	12-1959
9 Tank Cars	DOT 105A300-W	11,000	GATX 77987, 77997, 77999, 80436, 80452, 80464, 80465, 80474, 80481.	10,851.00	9,441.00	84,969.00	2-1960	2-1960
2 Tank Cars	DOT 105A300-W	11,000	GATX 80549, 80556.	11,082.00	9,751.00	19,502.00	8-1959	8-1959
1 Tank Car	DOT 105A300-W	11,000	GATX 80572.	11,082.00	9,751.00	9,751.00	12-1959	12-1959
2 Tank Cars	DOT 111A100-W-1	10,000	GATX 80541, 80554.	11,082.00	9,751.00	19,502.00	8-1959	8-1959

SCHEDULE 11

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST - SERIES 65

CARS TO BE SUBSTITUTED

QUANTITY	CLASSIFICATION	CAPACITY	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR	
							INTO SERVICE	ACQUIRED
1 Tank Car	DOT 111A100-W-1	11,000	GATX 80542.	\$11,082.00	\$ 9,751.00	\$ 9,751.00	8-1959	8-1959
2 Tank Cars	DOT 111A100-W-1	20,000	GATX 87406, 87408.	16,665.00	15,649.00	31,298.00	1-1961	1-1961
1 Tank Car	DOT 111A100-W-2	10,000	GATX 80475.	10,851.00	9,441.00	9,441.00	2-1960	2-1960
4 Tank Cars	DOT 111A100-W-2	11,000	GATX 77977, 77984-77986.	10,851.00	9,441.00	37,764.00	1-1960	1-1960
1 Tank Car	DOT 111A100-W-5	10,000	GATX 80570.	11,082.00	9,751.00	9,751.00	12-1959	12-1959
7 Tank Cars	DOT 111A60-W-1	10,000	GATX 72300-72302, 72308-72310, 72312.	10,857.00	9,446.00	66,122.00	5-1960	5-1960
20 Tank Cars	DOT 111A60-W-1	10,000	GATX 77978, 77981, 77983, 77991-77994, 77996, 80443-80448, 80456, 80460, 80466, 80468, 80470, 80477.	10,851.00	9,441.00	188,820.00	2-1960	2-1960
10 Tank Cars	DOT 111A60-W-1	10,000	GATX 80502, 80503, 80505, 80506, 80512, 80513, 80526, 80529, 80590, 80593.	11,082.00	8,890.00	88,900.00	7-1959	7-1959
13 Tank Cars	DOT 111A60-W-1	10,000	GATX 80531, 80532, 80535, 80537, 80539, 80545, 80548, 80550, 80553, 80557, 80558, 80561, 80595.	11,082.00	9,751.00	126,763.00	8-1959	8-1959
10 Tank Cars	DOT 111A60-W-1	10,000	GATX 80565, 80568, 80571, 80574, 80577, 80579, 80581-80583, 80586.	11,082.00	9,751.00	97,510.00	12-1959	12-1959

SCHEDULE II

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST - SERIES 65

CARS TO BE SUBSTITUTED

QUANTITY	CLASSIFICATION	CAPACITY	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR	
							INTO SERVICE	ACQUIRED
1	Tank Car	8,000	ICC 103-W GATX 81917.	\$14,166.00	\$12,325.00	\$ 12,325.00	5-1960	5-1960
3	Tank Cars	8,000	ICC 103-W GATX 85173, 85176, 85183.	8,661.00	7,535.00	22,605.00	7-1960	7-1960
1	Tank Car	10,000	ICC 103-W GATX 62644.	19,468.00	18,433.00	18,433.00	9-1960	9-1960
1	Tank Car	10,000	ICC 103-W GATX 62651.	15,155.00	14,349.00	14,349.00	8-1960	8-1960
3	Tank Cars	10,000	ICC 103-W GATX 74987, 74988, 74990.	10,741.00	9,345.00	28,035.00	5-1960	5-1960
1	Tank Car	10,000	ICC 103-W GATX 86091.	14,496.00	12,612.00	12,612.00	1-1960	1-1960
1	Tank Car	10,000	ICC 103B-W GATX 72783.	12,126.00	10,669.00	10,669.00	9-1959	9-1959
2	Tank Cars	10,000	ICC 103B-W GATX 81117, 81133.	11,906.00	10,476.00	20,952.00	9-1959	9-1959
5	Tank Cars	10,000	ICC 103B-W GATX 81502, 81504, 81508, 81535, 81546.	12,278.00	11,625.00	58,125.00	12-1960	12-1960
4	Tank Cars	11,000	ICC 105A100-W GATX 80484, 80487, 80488, 80490.	13,969.00	12,153.00	48,612.00	3-1960	3-1960
2	Tank Cars	11,000	ICC 105A300-W GATX 80439, 80441.	11,139.00	9,801.00	19,602.00	12-1959	12-1959
1	Tank Car	11,000	ICC 105A300-W GATX 80591.	11,082.00	8,890.00	8,890.00	7-1959	7-1959
1	Tank Car	11,000	ICC 105A300-W GATX 82361.	11,175.00	10,580.00	10,580.00	9-1960	9-1960
1	Tank Car	20,000	ICC 111A100-W-1 GATX 35051.	12,243.00	10,772.00	10,772.00	10-1959	10-1959
1	Tank Car	10,000	ICC 111A60-W-1 GATX 80507.	11,082.00	8,890.00	8,890.00	7-1959	7-1959
1	Tank Car	10,000	ICC 111A60-W-1 GATX 80564.	11,082.00	9,751.00	9,751.00	12-1959	12-1959

SCHEDULE 11

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>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR INTO SERVICE</u>	<u>YEAR ACQUIRED</u>
1 Tank Car	ICC 111A60-W-1	10,000	GATX 82365.	\$11,175.00	\$10,580.00	\$ 10,580.00	9-1960	9-1960
9 Airslide Cars	L0	2,600 Cu.Ft.	GACX 42698, 42700-42707.	9,923.00	10,141.00	91,269.00	4-1958	4-1958
39 Airslide Cars	L0	2,600 Cu.Ft.	GACX 43364-43366, 43370-43372, 43377, 43378, 43380, 43382-43385, 43411-43414, 43416-43422, 43424-43429, 43432-43437, PC 878917, 878922, 878924.	9,841.00	10,057.00	392,223.00	5-1958	5-1958
7 Airslide Cars	L0	2,600 Cu.Ft.	GACX 44767-44773.	9,895.00	11,655.00	81,585.00	12-1960	12-1960

\$2,000,506.00