

181A066

WILMER, CUTLER & PICKERING

1666 K STREET, N. W.

WASHINGTON, D. C. 20006

4951-F
RECORDATION NO. 4951-F JUN 1982

CABLE ADDRESS: WICRING WASH, D. C.

INTERNATIONAL TELEX: 440-239

TELEX: 89-2402

TELEPHONE 202 872-6000

EUROPEAN OFFICE

1 COLLEGE HILL

LONDON, EC4R 2RA, ENGLAND

TELEPHONE 01-236-2401

TELEX: 851 883242

CABLE ADDRESS: WICRING LONDON

ALLEN H. HARRISON, JR.

DIRECT LINE (202)

872-6093

JUN 30 1982 -3 30 PM

INTERSTATE COMMERCE COMMISSION

June 30, 1982

JUN 30 1982
Date
Fee \$ 10.00
ICC Washington, D. C.

Dear Madam Secretary:

On behalf of GATX Corporation I submit for filing and recording under 49 U.S. § 11303(a) and the regulations promulgated thereunder the enclosed three executed counterparts of a Supplemental Agreement dated as of June 21, 1982 to Equipment Trust Agreement dated as of July 15, 1968, recorded with the Interstate Commerce Commission on July 15, 1968 under Recordation No. 4951. This is a secondary document and should be recorded under the next available letter under Recordation No. 4951.

The parties to the enclosed Supplemental Agreement are:

GATX Corporation (formerly known as General American Transportation Corporation)
120 South Riverside Plaza
Chicago, Illinois 60606 (Debtor)

The Chase Manhattan Bank N.A.
One New York Plaza
New York, New York 10081 (Trustee)

The said Supplemental Agreement deletes and adds units to the Equipment Trust Agreement.

The equipment subject to the Supplemental Agreement is stated in Schedule I as to units deleted and in Schedule II as to units substituted.

Enclosed is a check of this firm in the amount of \$10 in payment of the recordation fee.

RECEIVED
JUN 30 3 22 PM '82
I.C.C.
FEE OPERATION, BR.

Counterpart - A Harrison

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Allen H. Harrison, Jr.
Wilmer, Cutler & Pickering
1666 K Street, N. W.
Washington, D. C. 20006

June 30, 1982

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 6/30/82 at 3:30PM, and assigned re-
recording number(s). 4951-F

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. 4951-F Filed 1425

JUN 30 1982 -3 30 PM
INTERSTATE COMMERCE COMMISSION

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 65

SUPPLEMENTAL AGREEMENT DATED AS OF JUNE 21, 1982
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 June 21, 1982 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 as follows:

(1) Schedule A to the Agreement is hereby amended by,

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

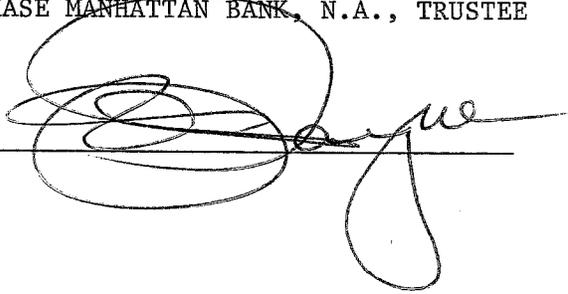
(b) substituting therefor the units of Equipment described in Schedule II attached hereto.

(2) This Supplemental Agreement is executed by the Trustee without covenant or warranty, express or implied, and without recourse against it in any event. The recitals herein contained are made upon representation of the Company and the Trustee assumes no responsibility therefor.

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 June 21, 1982.

THE CHASE MANHATTAN BANK, N.A., TRUSTEE

BY: 

ATTEST:



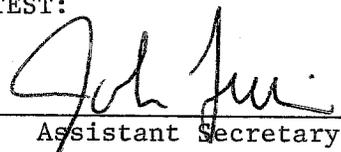
GATX CORPORATION

(FORMERLY KNOWN AS GENERAL AMERICAN TRANSPORTATION CORPORATION)

BY: 

J. R. Coulter - Treasurer

ATTEST:



Assistant Secretary

SCHEDULE 1

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	YEAR
							INTD	ACQUIRED
2 Tank Cars	DOT 103-W	8,000	GATX 3862, 3863.	\$ 8,667.00	\$ 7,442.00	\$ 14,884.00	10-1959	10-1959
1 Tank Car	DOT 103-W	8,000	GATX 4710.	8,414.00	7,141.00	7,141.00	1-1960	1-1960
1 Tank Car	DOT 103-W	8,000	GATX 81914.	14,704.00	12,480.00	12,480.00	9-1960	9-1960
1 Tank Car	DOT 103-W	8,000	GATX 81946.	9,292.00	8,649.00	8,649.00	11-1960	11-1960
1 Tank Car	DOT 103-W	8,000	GATX 85128.	13,966.00	11,854.00	11,854.00	5-1960	5-1960
1 Tank Car	DOT 103-W	8,000	GATX 85179.	8,661.00	7,351.00	7,351.00	7-1960	7-1960
1 Tank Car	DOT 105A500-W	10,800	GATX 72111.	12,553.00	8,329.00	8,329.00	4-1957	4-1957
1 Tank Car	DOT 105A500-W	10,800	GATX 76255.	13,350.00	10,354.00	10,354.00	4-1959	4-1959
1 Tank Car	DOT 105A500-W	10,800	GATX 82210.	13,465.00	11,562.00	11,562.00	8-1959	8-1959
1 Tank Car	DOT 105A500-W	10,800	GATX 83030.	13,055.00	10,432.00	10,432.00	12-1958	12-1958
1 Tank Car	ICC 111A100-W-1	12,500	GATX 10708.	17,874.00	26,493.00	26,493.00	4-1968	4-1968
3 Tank Cars	ICC 111A100-W-1	13,200	GATX 92024, 92045, 92052.	18,038.00	26,736.00	80,208.00	5-1968	5-1968
1 Tank Car	ICC 111A100-W-1	15,000	GATX 38459.	16,058.00	22,503.00	22,503.00	2-1967	2-1967
1 Tank Car	ICC 111A100-W-1	18,000	GATX 81467.	13,933.00	19,525.00	19,525.00	3-1967	3-1967
1 Tank Car	ICC 111A100-W-1	20,000	GATX 11299.	14,651.00	21,716.00	21,716.00	8-1967	8-1967
1 Tank Car	ICC 111A100-W-1	20,000	GATX 18724.	14,196.00	21,041.00	21,041.00	3-1968	3-1968
1 Tank Car	ICC 111A100-W-1	20,000	GATX 52285.	14,710.00	20,614.00	20,614.00	3-1967	3-1967
1 Tank Car	ICC 111A100-W-1	20,000	GATX 91752.	14,137.00	20,954.00	20,954.00	12-1967	12-1967

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	YEAR		
							INTO	ACQUIRED		
2	Tank Cars	ICC 111A100-W-1	20,000	GATX 97772, 97777.	\$15,067.00	\$21,115.00	\$	42,230.00	2-1967	2-1967
1	Tank Car	ICC 111A100-W-1	20,000	GATX 98167.	14,462.00	20,267.00		20,267.00	4-1967	4-1967
1	Tank Car	ICC 111A100-W-1	20,000	GATX 98613.	14,821.00	20,770.00		20,770.00	5-1967	5-1967
1	Tank Car	ICC 111A100-W-1	20,000	GATX 98651.	14,477.00	20,288.00		20,288.00	5-1967	5-1967
1	Tank Car	ICC 111A60-W-1	10,000	GATX 91859.	10,429.00	15,458.00		15,458.00	2-1968	2-1968
1	Tank Car	ICC 111A60-W-1	10,000	GATX 91654.	10,457.00	15,500.00		15,500.00	4-1968	4-1968
1	Tank Car	ICC 111A60-W-1	10,000	GATX 23826.	9,463.00	13,261.00		13,261.00	4-1967	4-1967
1	Tank Car	ICC 111A60-W-1	10,000	GATX 91921.	10,926.00	16,195.00		16,195.00	4-1968	4-1968
2	Tank Cars	ICC 111A60-W-1	8,000	GATX 91333, 91347.	15,173.00	22,490.00		44,980.00	2-1968	2-1968
1	Tank Car	ICC 103-W	10,000	GATX 74987.	10,741.00	9,116.00		9,116.00	5-1960	5-1960
1	Tank Car	ICC 112A340-W	33,500	GATX 55459.	18,005.00	26,687.00		26,687.00	2-1968	2-1968
64	Tank Cars	ICC 112A400-W	33,500	GATX 91000-91049, 91051-91064.	19,077.00	26,734.00		1,710,976.00	6-1967	6-1967
1	Airslide Car	L0	2,600 Cu.Ft.	GACX 42702.	9,923.00	10,124.00		10,124.00	4-1958	4-1958
1	Airslide Car	L0	2,600 Cu.Ft.	PC 878917.	9,841.00	10,040.00		10,040.00	4-1958	4-1958
1	Damage Free Car	RBL	4,535 Cu.Ft.	ASHX 4135.	18,813.00	31,155.00		31,155.00	11-1967	11-1967

\$2,343,137.00

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	YEAR ACQUIRED
24 Tank Cars	DOT 111A60AL-W-1	10,000	GATX 84802, 84806, 84813, 84816-84819, 84831, 84833, 84834, 84836-84838, 84840-84842, 84846, 84848, 84850, 84851, 84853, 84856, 84857, 84859.	\$16,252.00	\$16,253.00	\$ 390,072.00	4-1962	4-1962
7 Tank Cars	DOT 112J400-W	30,300	GATX 83601-83605, 83607, 83609.	27,858.00	25,725.00	180,075.00	7-1961	7-1961
11 Tank Cars	DOT 112J400-W	30,300	GATX 83613, 83616, 83618-83622, 83624, 83625, 83628, 83629.	21,632.00	21,738.00	239,118.00	10-1961	10-1961
5 Tank Cars	DOT 112J400-W	30,300	GATX 83640-83644.	22,022.00	22,130.00	110,650.00	11-1961	11-1961
24 Tank Cars	DOT 112J400-W	30,300	GATX 83650, 83652, 83653, 83656-83658, 83660-83663, 83665-83668, 83670, 83672-83674, 83676, 83677, 83680, 83682-83684.	20,959.00	21,062.00	505,488.00	12-1961	12-1961
9 Tank Cars	DOT 112J400-W	30,300	GATX 83681, 83686-83691, 83693, 83694.	22,119.00	22,121.00	199,089.00	1-1962	1-1962
5 Tank Cars	DOT 112J400-W	30,300	GATX 83700, 83701, 83704, 83705, 83707.	22,709.00	22,820.00	114,100.00	12-1961	12-1961

SCHEDULE 11

GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 65
CARS TO BE SUBSTITUED

QUANTITY	CLASSIFICATION	CAPACITY	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
13 Tank Cars	DOT 112J400-M	30,300	GATX 83711, 83712, 83715, 83717, 83718, 83721- 83724, 83726-83728, 83791.	\$20,519.00	\$20,521.00	\$ 266,773.00	5-1962	5-1962
16 Tank Cars	DOT 112J400-M	30,300	GATX 83745, 83747-83749, 83752, 83753, 83755- 83760, 83762, 83765- 83767.	21,113.00	21,115.00	337,840.00	4-1962	4-1962

114

\$2,343,205.00

STATE OF)
) ss.:
COUNTRY OF)

On this 29th day of June 1982, before me personally appeared JAPAYNE, 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

* * * * *

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 21st day of June, 1982, before me personally appeared J. R. Coulter, to me personally known, who, being by me duly sworn, said that he is Treasurer 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.

Margaret E. Barden
Notary Public

My Commission Expires June 24, 1985

STATE OF *New York*)
) ss.:
COUNTRY OF *New York*)

On this *29th* day of *JUNE 1982*, before me personally appeared *J. 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*

Della M. Killett

Notary Public

DELLA M. KILLETT
Notary Public, State of New York
No. 24,465,9667 *
Qualified in Kings County *
Certificate Filed in New York County
Commission Expires March 30, 1983

* * * * *

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 21st day of June, 1982, before me personally appeared J. R. Coulter, to me personally known, who, being by me duly sworn, said that he is Treasurer 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.

Margaret E. Barder

Notary Public