

GATX

6-119A051

GATX CORPORATION

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

No. _____

Date APR 29 1986

Fee \$ 10.00

ICC ~~Washington, D.C.~~

April 28, 1986

LAW DEPARTMENT

RECORDATION NO. 4951-K Filed 1425

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

APR 29 1986 - 11 10 AM

INTERSTATE COMMERCE COMMISSION

RE: General American Transportation Corporation
Equipment Trust Series 65

Gentlemen:

Enclosed herewith are five (5) signed copies of a Supplemental Agreement dated as of March 31, 1986, deleting a portion of the railroad cars covered by the above Trust Agreement, together with our check for \$10.00 to cover the filing and recordation fees.

The Trust Agreement was first 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 agreements are:

The Chase Manhattan Bank, N.A.
One New York Plaza
New York, New York 10081
Attention: Mr. Albert Mari, Jr.

GATX Corporation
120 South Riverside Plaza
Chicago, Illinois 60606
Attention: Robert W. Mitchell

If you have any questions, feel free to call me at (312) 621-6603.

Very truly yours,

Janice M. Alonso

Janice M. Alonso
Assistant Secretary

REC'D
APR 29 10 01 AM '86
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

JMA/djw
3754D

Nancy J. Sautter
Carlypa

Interstate Commerce Commission
Washington, D.C. 20423

4/29/86

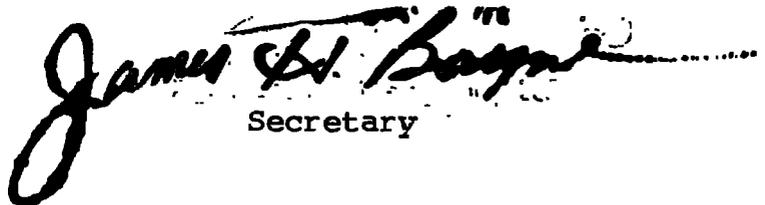
OFFICE OF THE SECRETARY

Janice M. Alonso
Assist. Secretary
GATX Corporation
120 South Riverside Plaza
Chicago, Illinois 60606

Dear Ms. Alonso

The enclosed document (s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/29/86 at 11:10am and assigned re-
recording number (s) . 4951-K

Sincerely yours,


Secretary

Enclosure (s)

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 65

REGISTRATION NO. *H 95LK* Filed 1425

APR 29 1986 - 11 10 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF MARCH 31, 1986

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 March 31, 1986 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 11303 (formerly 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;

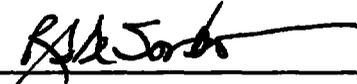
NOW, THEREFORE, the parties hereto agree that Schedule A to the Agreement is hereby amended by:

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

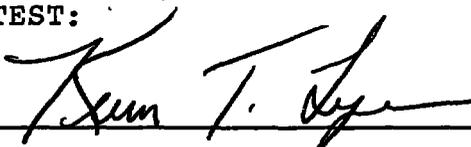
(b) substituting therefor the units of Equipment described in Schedule II attached hereto.

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 March 31, 1986.

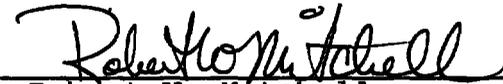
THE CHASE MANHATTAN BANK, N.A., TRUSTEE

By: 

ATTEST:



GATX CORPORATION
(FORMERLY KNOWN AS GENERAL AMERICAN
TRANSPORTATION CORPORATION)

By:  
Robert W. Mitchell
Vice President and Treasurer

ATTEST:


Assistant Secretary

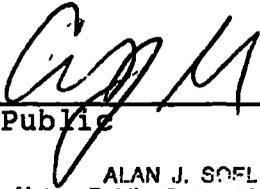
3410D

STATE OF NEW YORK)

) ss.:

COUNTY OF NEW YORK)

On this 25 day of APRIL 1986, before me personally appeared RONALD A. DE SORBO, to me personally known, who, being by me duly sworn, says that he is SECOND 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 corporation.



Notary Public

ALAN J. SOFL
Notary Public, State of New York
No. 41-4737477
Qualified in Queens County
Certificate Filed in New York County
Commission Expires March 30, 1987

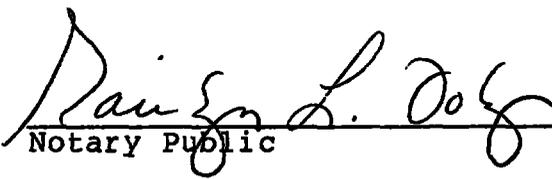
* * * * *

STATE OF ILLINOIS)

) ss.:

COUNTY OF COOK)

On this 3/31/86, before me personally appeared Robert W. Mitchell, to me personally known, who, being by me duly sworn, said that he is Vice President and Treasurer of GATX Corporation, that one of the seals affixed to the foregoing 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 1
 GENERAL AMERICAN TRANSPORTATION CORPORATION
 EQUIPMENT TRUST - SERIES 65
 CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	YEAR REMOVED	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1 Tank Car	• DOT 103-W	8,000	GATX 7756.	3-1985	\$ 9,078.00	\$ 9,953.00	\$ 9,953.00	9-1960	9-1960
1 Tank Car	• DOT 103-W	8,000	GATX 85145.	3-1985	13,966.00	15,313.00	15,313.00	11-1960	11-1960
1 Tank Car	• DOT 105A500-W	10,800	GATX 78549.	4-1985	13,304.00	11,742.00	11,742.00	11-1958	11-1958
1 Tank Car	• DOT 103-W	8,000	GATX 7788.	4-1985	8,531.00	9,353.00	9,353.00	7-1960	7-1960
1 Tank Car	• ICC 112A340-W	33,500	GATX 97616. ✓	4-1985	18,944.00	31,514.00	31,514.00	9-1967	9-1967
1 Tank Car	• DOT 103-W	8,000	GATX 86130.	5-1985	10,726.00	11,760.00	11,760.00	11-1960	11-1960
1 Tank Car	• ICC 111A100-W-1	13,200	GATX 92032. ✓	5-1985	18,038.00	29,017.00	29,017.00	5-1968	5-1968
1 Tank Car	• ICC 111A100-W-1	20,000	GATX 91817.	5-1985	14,487.00	23,304.00	23,304.00	4-1968	4-1968
1 Tank Car	• ICC 111A60-W-1	10,000	GATX 34527. ✓	5-1985	10,340.00	16,147.00	16,147.00	5-1967	5-1967
1 Tank Car	• DOT 111A60-W-1	10,000	GATX 72134.	5-1985	12,951.00	8,495.00	8,495.00	5-1957	5-1957
1 Tank Car	• DOT 111A60-W-1	10,000	GATX 72165.	5-1985	12,951.00	10,088.00	10,088.00	6-1957	6-1957
1 Tank Car	• ICC 111A100-W-1	15,000	GATX 38462. ✓	6-1985	16,058.00	25,077.00	25,077.00	2-1967	2-1967
1 Tank Car	? ICC 111A100-W-1	20,000	GATX 3147.	7-1985	15,237.00	25,347.00	25,347.00	10-1967	10-1967
1 Tank Car	? ICC 111A100-W-1	20,000	GATX 10934.	7-1985	15,129.00	25,167.00	25,167.00	10-1967	10-1967
1 Tank Car	? ICC 111A100-W-1	20,000	GATX 91803.	7-1985	14,487.00	23,304.00	23,304.00	4-1968	4-1968

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>YEAR REMOVED</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 111A60-W-1	10,000	GATX 80460.	8-1985	\$10,851.00	\$10,623.00	\$ 10,623.00	2-1960	2-1960
1 Tank Car	• DOT 103-W	8,000	GATX 85137.	8-1985	13,966.00	13,672.00	13,672.00	6-1960	6-1960
1 Tank Car	• DOT 103-W	8,000	GATX 85151.	8-1985	13,966.00	13,672.00	13,672.00	5-1960	5-1960
1 Tank Car	• DOT 111A60AL-W-1	10,000	GATX 84565.	9-1985	15,495.00	13,676.00	13,676.00	12-1958	12-1958
1 Tank Car	• DOT 111A60AL-W-1	10,200	GATX 84564.	9-1985	15,495.00	13,676.00	13,676.00	12-1958	12-1958
1 Tank Car	• DOT 103-W	8,000	GATX 73330.	10-1985	16,378.00	16,034.00	16,034.00	7-1960	7-1960
1 Tank Car	• DOT 103-W	8,000	GATX 81936.	10-1985	16,814.00	16,461.00	16,461.00	9-1960	9-1960
1 Tank Car	• DOT 105A500-W	10,800	GATX 72143.	10-1985	12,951.00	8,495.00	8,495.00	6-1957	6-1957
1 Tank Car	• ICC 111A100-W-1	10,000	GATX 98477. ✓	10-1985	11,268.00	17,597.00	17,597.00	5-1967	5-1967
1 Tank Car	• DOT 111A60-W-1	10,000	GATX 80553.	10-1985	11,082.00	9,644.00	9,644.00	8-1959	8-1959
1 Tank Car	• ICC 111A60-W-1	10,000	GATX 91655. ✓	10-1985	10,457.00	16,821.00	16,821.00	4-1968	4-1968
1 Tank Car	• ICC 103-W	12,500	GATX 99410. ✓	11-1985	20,626.00	32,211.00	32,211.00	3-1967	3-1967
1 Tank Car	• ICC 111A60-W-1	8,000	GATX 27764. ✓	11-1985	9,450.00	15,201.00	15,201.00	3-1968	3-1968
1 Tank Car	• DOT 111A60-W-1	10,000	GATX 80561.	12-1985	11,082.00	9,644.00	9,644.00	9-1959	9-1959
2 Tank Cars	• DOT 103-W	8,000	GATX 7791, 7795.	12-1985	8,680.00	8,497.00	16,994.00	9-1960	9-1960
1 Tank Car	• ICC 111A100-W-1	20,000	GATX 11291.	12-1985	14,651.00	22,880.00	22,880.00	8-1967	8-1967

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>YEAR REMOVED</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 112A340-W	33,500	GATX 55148. ✓	12-1985	\$18,933.00	\$29,567.00	\$ 29,567.00	6-1967	6-1967
1 Tank Car	• ICC 111A100-W-1	20,000	GATX 97674.	12-1985	14,743.00	23,023.00	23,023.00	3-1967	3-1967
1 Tank Car	• ICC 111A60-W-1	10,000	GATX 91659. ✓	12-1985	10,457.00	16,821.00	16,821.00	4-1968	4-1968
1 Tank Car	• ICC 111A60-W-1	10,000	GATX 91937. ✓	12-1985	10,926.00	17,576.00	17,576.00	3-1968	3-1968
1 Tank Car	• DOT 103-W	8,000	GATX 3869.	1-1986	8,667.00	7,606.00	7,606.00	10-1959	10-1959
1 Tank Car	• ICC 105A500-W	10,800	GATX 33961. ✓	1-1986	15,768.00	24,835.00	24,835.00	6-1967	6-1967
1 Tank Car	• ICC 111A60-W-1	10,000	GATX 38028. ✓	1-1986	11,260.00	17,734.00	17,734.00	8-1967	8-1967
1 Tank Car	• ICC 111A100-W-6	20,000	GATX 72715. ✓	1-1986	43,823.00	69,023.00	69,023.00	6-1967	6-1967
1 Tank Car	• ICC 111A100-W-1	20,000	GATX 91785.	1-1986	14,487.00	23,503.00	23,503.00	3-1968	3-1968
1 Tank Car	• DOT 105A500-W	10,800	GATX 33793.	1-1986	13,874.00	10,668.00	10,668.00	10-1958	10-1958
2 Tank Cars	• DOT 103-W	8,000	GATX 86112, 86143.	2-1986	10,726.00	10,592.00	21,184.00	11-1960	11-1960
1 Tank Car	• DOT 103-W	8,000	GATX 86146.	2-1986	10,726.00	10,592.00	10,592.00	12-1960	12-1960
1 Tank Car	• ICC 111A60-W-1	10,000	GATX 23843. ✓	2-1986	9,463.00	14,904.00	14,904.00	4-1967	4-1967
1 Tank Car	• ICC 111A100-W-1	20,000	GATX 32725.	2-1986	14,779.00	23,277.00	23,277.00	10-1967	10-1967
1 Tank Car	• ICC 112A400-W	33,500	GATX 91101. ✓	2-1986	19,077.00	30,047.00	30,047.00	7-1967	7-1967

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>	<u>YEAR REMOVED</u>	<u>COST EACH</u>	<u>VALUE EACH</u>	<u>TOTAL VALUE</u>	<u>YEAR INTO SERVICE</u>	<u>YEAR ACQUIRED</u>
4	AirsTide Cars . L0	2,600 Cu.Ft.	GACX 42700, 42701, 42703, 42706.	6-1985	\$ 9,923.00	\$12,186.00	\$ 48,744.00	4-1958	4-1958
2	AirsTide Cars . L0	2,600 Cu.Ft.	GACX 43372, 43436.	6-1985	9,841.00	12,085.00	24,170.00	5-1958	5-1958
2	AirsTide Cars . L0	2,600 Cu.Ft.	PC 878922, 878924.	6-1985	9,841.00	12,085.00	24,170.00	4-1958	4-1958
1	AirsTide Car . L0	2,600 Cu.Ft.	GACX 42705.	7-1985	9,923.00	12,186.00	12,186.00	4-1958	4-1958
3	AirsTide Cars . L0	2,600 Cu.Ft.	GACX 43416, 43419, 43424.	7-1985	9,841.00	12,085.00	36,255.00	4-1958	4-1958
1	AirsTide Car . L0	2,600 Cu.Ft.	GACX 43435.	7-1985	9,841.00	12,085.00	12,085.00	5-1958	5-1958
1	AirsTide Car . L0	2,600 Cu.Ft.	GACX 42698.	8-1985	9,923.00	12,186.00	12,186.00	4-1958	4-1958
1	AirsTide Car . L0	2,600 Cu.Ft.	GACX 42704.	10-1985	9,923.00	12,186.00	12,186.00	4-1958	4-1958
3	AirsTide Cars . L0	2,600 Cu.Ft.	GACX 43417, 43420, 43426.	10-1985	9,841.00	12,085.00	36,255.00	4-1958	4-1958
2	Damage Free Cars . RBL	4,535 Cu.Ft.	GARX 55503, 55504. ✓	2-1986	19,523.00	35,923.00	71,846.00	9-1967	9-1967
6	Damage Free Cars . RBL	4,535 Cu.Ft.	GBW 22030, 22031, 22035- 22037, 22039. ✓	2-1986	18,032.00	33,180.00	199,080.00	10-1967	10-1967

\$1,352,405.00

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	YEAR ACQUIRED
6	Tank Cars • DOT 105A100-W	20,500	GATX 84738-84743.	\$22,917.00	\$27,244.00	\$ 163,464.00	7-1962	7-1962
1	Tank Car • DOT 105A100-W	20,500	GATX 84744.	22,917.00	27,244.00	27,244.00	10-1962	10-1962
3	Tank Cars • DOT 105A100-W	21,000	GATX 83550, 83552, 83554.	21,742.00	25,848.00	77,544.00	11-1962	11-1962
5	Tank Cars • DOT 112J400-W	30,300	GATX 83793-83797.	22,025.00	26,184.00	130,920.00	9-1962	9-1962
37	Tank Cars • DOT 112J400-W	30,300	GATX 83813-83821, 83823-83828, 83830-83835, 83838-83853.	21,673.00	25,765.00	953,305.00	8-1962	8-1962

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\$1,352,477.00