

GATX

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GATX CORPORATION

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

LAW DEPARTMENT

13.00

RECORDATION NO. 6322-K JUN 21, 1988

JUN 28 1988 - 9 32 AM

INTERSTATE COMMERCE COMMISSION

Secretary of the Interstate
Commerce Commission
Washington, DC 20006

RE: General American Transportation Corporation
Equipment Trust Series 68

Gentlemen:

Enclosed herewith are five (5) signed copies of a Supplemental Agreement dated as of May 2, 1988, deleting a portion of the railroad cars covered by the above Trust Agreement, together with our check for \$13.00 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 September 15, 1971, under Recordation No. 6322.

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:

Irving Trust Company
One Wall Street
New York, NY 10015
Attention: Clyde E. Starr

GATX Corporation
120 South Riverside Plaza
Chicago, IL 60606
Attention: F. B. Ollett, III

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

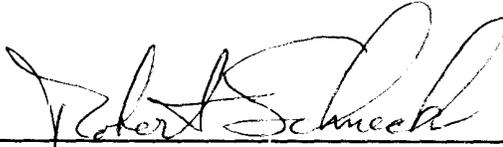
/jma
3986D

Quarterly - Doe E. Schiff

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

On this 6TH day of JUNE 1988, before me personally appeared CINDY E. STARR, to me personally known, who, being by me duly sworn, says that he is VICE PRESIDENT of Irving Trust Company, 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.

ROBERT SCHNECK
Notary Public, State of New York
No. 4746035
Qualified in Nassau County
Certificate filed in New York County
Commission Expires May 31, 1993



Notary Public

* * * * *

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

On this May 7, 1988, before me personally appeared Frederick B. Ollett, III, 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

GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST, SERIES 68

REGISTRATION NO. 6322-K FROM 1988

JUN 28 1988 - 9 11 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF MAY 2, 1988
TO EQUIPMENT TRUST AGREEMENT DATED AS OF SEPTEMBER 15, 1971

BY AND BETWEEN
IRVING TRUST COMPANY, TRUSTEE
AND
GATX CORPORATION
(FORMERLY KNOWN AS GENERAL AMERICAN TRANSPORTATION CORPORATION)

Supplemental Agreement dated as of May 2, 1988 by and between Irving Trust Company, 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 September 15, 1971 (the "Agreement") creating General American Transportation Corporation Equipment Trust, Series 68, which Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on September 23, 1971, Recordation No. 6322; 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:

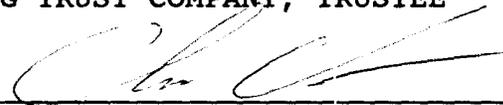
(a) deleting therefrom the units of Trust Equipment described in Schedule I attached hereto, and

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

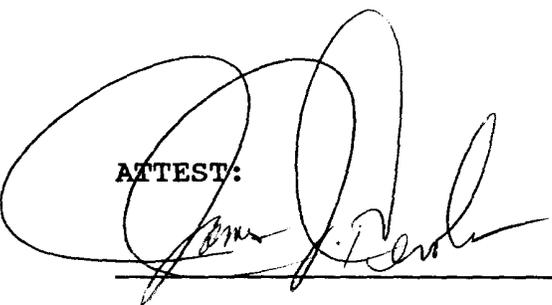
IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of May 2, 1988.

IRVING TRUST COMPANY, TRUSTEE

By: _____


CLYDE E. STARR
VICE PRESIDENT

ATTEST:

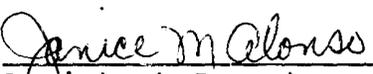


GATX CORPORATION
(FORMERLY KNOWN AS GENERAL AMERICAN
TRANSPORTATION CORPORATION)

By: _____


Frederick B. Ollett, III
Treasurer

ATTEST:


Assistant Secretary
3774D

SCHEDULE I
 GENERAL AMERICAN TRANSPORTATION CORPORATION
 EQUIPMENT TRUST - SERIES 68
CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
2	Tank Cars DOT 111A100-W-1	12,500	GATX 57498, 57501.	\$18,453.00	\$24,648.00	\$ 49,296.00	12-1970	12-1970
1	Tank Car DOT 111A100-W-1	16,000	GATX 25088.	17,904.00	22,581.00	22,581.00	2-1971	2-1971
1	Tank Car DOT 111A100-W-1	20,000	GATX 4665.	15,388.00	20,554.00	20,554.00	7-1970	7-1970
1	Tank Car DOT 111A100-W-1	20,000	GATX 27481.	16,312.00	20,573.00	20,573.00	2-1971	2-1971
2	Tank Cars DOT 111A100-W-2	12,500	GATX 29563, 29564.	13,542.00	18,088.00	36,176.00	9-1970	9-1970
2	Tank Cars DOT 111A100-W-2	12,500	GATX 36092, 36097.	13,941.00	18,659.00	37,318.00	3-1971	3-1971
1	Tank Car DOT 111A100-W-2	12,500	GATX 56210.	14,233.00	19,011.00	19,011.00	9-1970	9-1970
1	Tank Car DOT 111A60AL-W-1	10,000	GATX 70817.	14,975.00	5,500.00	5,500.00	7-1957	7-1957
6	Tank Cars DOT 111A60AL-W-1	10,000	GATX 70842, 70845, 70847, 70848, 70853, 70855.	14,975.00	5,500.00	33,000.00	8-1957	8-1957
1	Tank Car DOT 111A60AL-W-1	10,000	GATX 70872.	14,975.00	5,500.00	5,500.00	10-1957	10-1957
3	Tank Cars DOT 111A60AL-W-1	10,000	GATX 70884, 70886, 70894.	14,975.00	5,500.00	16,500.00	11-1957	11-1957
1	Tank Car DOT 112A340-W	33,500	GATX 40825.	18,917.00	25,268.00	25,268.00	9-1970	9-1970
2	Airslide Cars LO	2,600 Cu.Ft.	GACX 44118, 44123.	10,514.00	10,377.00	20,754.00	3-1959	3-1959
1	Airslide Car LO	2,600 Cu.Ft.	GACX 47042.	13,120.00	20,139.00	20,139.00	7-1970	7-1970
1	Airslide Car LO	2,600 Cu.Ft.	GACX 47049.	13,120.00	20,139.00	20,139.00	8-1970	8-1970

SCHEDULE I
 GENERAL AMERICAN TRANSPORTATION CORPORATION
 EQUIPMENT TRUST - SERIES 68
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	Airstide Car	3,660 Cu.Ft.	GACX 43923.	\$14,233.00	\$12,977.00	\$	8-1958	8-1958
2	Airstide Cars	4,180 Cu.Ft.	GACX 46698, 47280.	18,702.00	28,344.00	56,688.00	5-1971	5-1971
1	Airstide Car	4,180 Cu.Ft.	GACX 47309.	18,361.00	27,827.00	27,827.00	5-1971	5-1971
32	Hopper Cars	3,770 Cu.Ft.	GUEX 72001-72006, 72008-72011, 72013-72033, 72035.	20,332.00	22,190.00	710,080.00	4-1971	4-1971
16	Hopper Cars	3,850 Cu.Ft.	GGPX 70064-70066, 70076, 70078, 70079, 70089, 70093, 70096, 70101, 70104, 70111, 70112, 70118, 70121, 70122.	20,102.00	21,261.00	340,176.00	7-1970	7-1970
19	Hopper Cars	3,850 Cu.Ft.	GGPX 70127, 70129, 70131, 70132, 70134-70136, 70140, 70142, 70151, 70153-70155, 70157- 70159, 70168, 70169, 70175.	20,102.00	21,261.00	403,959.00	8-1970	8-1970
22	Hopper Cars	3,850 Cu.Ft.	GGPX 70177, 70180, 70181, 70184, 70188, 70189, 70191, 70194- 70196, 70199, 70205, 70207, 70208, 70211-70215, 70218, 70219, 70225.	20,102.00	21,261.00	467,742.00	9-1970	9-1970

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CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
26 Hopper Cars	HTS	3,850 Cu. Ft.	GGPX 70228, 70232, 70233, 70239, 70241-70243, 70246, 70247, 70249, 70250, 70252, 70254, 70256, 70260, 70263, 70266, 70268, 70273, 70275, 70278, 70280, 70281, 70288, 70296, 70300.	\$20,102.00	\$21,261.00	\$ 552,786.00	10-1970	10-1970
4 Hopper Cars	HTS	3,850 Cu. Ft.	GGPX 71008, 71024, 71037, 71043.	20,771.00	22,669.00	90,676.00	5-1971	5-1971
2 Hopper Cars	HTS	3,850 Cu. Ft.	GGPX 71071, 71101.	20,771.00	22,669.00	45,338.00	6-1971	6-1971
1 Hopper Car	HTS	3,850 Cu. Ft.	GGPX 71219.	20,771.00	22,669.00	22,669.00	8-1971	8-1971
152						<u>\$3,083,227.00</u>		

SCHEDULE 11
 GENERAL AMERICAN TRANSPORTATION CORPORATION
 EQUIPMENT TRUST - SERIES 68
 CARS TO BE SUBSTITUTED

QUANTITY	CLASSIFICATION	CAPACITY	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1	Tank Car AAR 211A100-W-1	12,500	GATX 98974.	\$16,954.00	\$19,728.00	\$ 19,728.00	1-1967	1-1967
1	Tank Car DOT 111A100-W-1	12,500	GATX 47099.	28,390.00	33,813.00	33,813.00	8-1975	8-1975
1	Tank Car DOT 111A100-W-1	12,500	GATX 97004.	39,026.00	45,412.00	45,412.00	2-1967	2-1967
1	Tank Car DOT 111A100-W-1	12,500	GATX 98969.	16,954.00	19,728.00	19,728.00	1-1967	1-1967
10	Tank Cars DOT 111A100-W-1	16,000	GATX 46080-46089.	29,631.00	35,291.00	352,910.00	8-1975	8-1975
1	Tank Car DOT 111A100-W-1	20,000	GATX 98351.	14,994.00	17,447.00	17,447.00	2-1967	2-1967
4	Tank Cars DOT 111A100-W-1	20,000	GATX 98735-98738.	16,046.00	18,672.00	74,688.00	1-1967	1-1967
1	Tank Car DOT 111A100-W-1	26,000	GATX 15105.	30,120.00	35,873.00	35,873.00	8-1975	8-1975
4	Tank Cars DOT 111A100-W-1	30,000	GATX 98865, 98866, 98868, 98869.	16,090.00	18,723.00	74,892.00	1-1967	1-1967
5	Tank Cars DOT 111A100-W-5	20,000	GATX 64264-64268.	19,842.00	23,089.00	115,445.00	2-1967	2-1967
3	Tank Cars DOT 111A60-W-1	20,000	GATX 38635-38637.	20,419.00	23,760.00	71,280.00	2-1967	2-1967
1	Tank Car DOT 111A60-W-1	20,000	GATX 47234.	26,019.00	30,989.00	30,989.00	8-1975	8-1975
1	Tank Car DOT 111A60-W-1	20,000	GATX 47238.	34,917.00	41,587.00	41,587.00	8-1975	8-1975
2	Tank Cars DOT 112J340-W	33,500	GATX 83369, 83370.	18,677.00	21,733.00	43,466.00	2-1967	2-1967
1	Tank Car DOT 112J340-W	33,500	GATX 97273.	18,746.00	21,813.00	21,813.00	2-1967	2-1967
13	Tank Cars DOT 112J340-W	33,500	GATX 97287-97299.	18,559.00	21,596.00	280,748.00	2-1967	2-1967

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 GENERAL AMERICAN TRANSPORTATION CORPORATION
 EQUIPMENT TRUST - SERIES 68
 CARS TO BE SUBSTITUTED

QUANTITY	CLASSIFICATION	CAPACITY	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
17 Tank Cars	DOT 112J340-W	33,500	GATX 97481, 97483, 97484, 97486-97499.	\$20,523.00	\$23,881.00	\$ 405,977.00	1-1967	1-1967
11 Tank Cars	DOT 112J340-W	33,500	GATX 97865-97869, 97873, 97874, 97877, 97880- 97882.	18,348.00	21,350.00	234,850.00	1-1967	1-1967
4 Tank Cars	DOT 112J340-W	33,500	GATX 97883-97885, 97888.	18,348.00	21,350.00	85,400.00	2-1967	2-1967
14 Tank Cars	DOT 112J340-W	33,500	GATX 98425, 98427, 98429- 98440.	18,315.00	21,312.00	298,368.00	1-1967	1-1967
1 Tank Car	DOT 112S340-W	33,500	GATX 83397.	18,854.00	21,939.00	21,939.00	1-1967	1-1967
1 Tank Car	DOT 112S340-W	33,500	GATX 83398.	18,854.00	21,939.00	21,939.00	2-1967	2-1967
11 Tank Cars	DOT 112S340-W	33,500	GATX 97254-97264.	18,535.00	21,568.00	237,248.00	2-1967	2-1967
1 Tank Car	DOT 112S340-W	33,500	GATX 97817.	18,976.00	22,081.00	22,081.00	2-1967	2-1967
7 Tank Cars	DOT 112S340-W	33,500	GATX 97864, 97870, 97871, 97875, 97876, 97878, 97879.	18,348.00	21,350.00	149,450.00	1-1967	1-1967
1 Tank Car	DOT 112S340-W	33,500	GATX 97886.	18,348.00	21,350.00	21,350.00	2-1967	2-1967
1 Tank Car	DOT 112S340-W	33,500	GATX 98426.	18,315.00	21,312.00	21,312.00	1-1967	1-1967
1 Tank Car	DOT 112S340-W	33,500	GATX 98441.	18,315.00	21,312.00	21,312.00	2-1967	2-1967
3 Tank Cars	DOT 115A60-W-1	20,000	GATX 99795-99797.	37,987.00	44,203.00	132,609.00	1-1967	1-1967

SCHEDULE 11
 GENERAL AMERICAN TRANSPORTATION CORPORATION
 EQUIPMENT TRUST - SERIES 68
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>
2 Tank Cars	DOT 115A60-W-1	20,000	GATX 99798, 99799.	\$37,987.00	\$44,203.00	\$ 88,406.00	2-1967	2-1967
2 Tank Cars	ICC 105A300-W	11,200	GATX 97013, 97014.	17,744.00	20,647.00	41,294.00	1-1967	1-1967
127						<u>\$3,083,354.00</u>		