

GATX

No.

Date

Fee \$

ICC Washington, D. C.

GATX CORPORATION

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

LAW DEPARTMENT

RECORDATION ICC FILED 1425

MAY 17 1989 - 10 15 AM

INTERSTATE COMMERCE COMMISSION

May 11, 1989

Secretary of the Interstate
Commerce Commission
Washington, DC 20006

9-137A010

RE: General American Transportation Corporation
Equipment Trust Series 74

Gentlemen:

Enclosed herewith are five (5) signed copies of a Supplemental Agreement dated as of April 25, 1989, 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 December 13, 1976 under Recordation No. 8607.- G

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:

Continental Bank, National Association
30 N. La Salle Street
Chicago, IL 60697
Attention: Russell Bergman

General American Transportation Corporation
120 South Riverside Plaza
Chicago, IL 60606
Attention: James Moran

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

MAY 17 10 09 AM '89
RECORDATION UNIT

C. [Signature]

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 74

RECORDATION NO. 8607-SP FILED 1425

MAY 17 1989 - 10 15 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF APRIL 25, 1989

TO EQUIPMENT TRUST AGREEMENT DATED AS OF DECEMBER 1, 1976

BY AND BETWEEN

CONTINENTAL BANK, NATIONAL ASSOCIATION, TRUSTEE

AND

GENERAL AMERICAN TRANSPORTATION CORPORATION

Supplemental Agreement dated as of April 25, 1989 by and between Continental Bank, National Association, as Trustee, and General American Transportation Corporation, a New York Corporation.

Whereas, the parties hereto entered into an Equipment Trust Agreement dated as of December 1, 1976 (the "Agreement") creating General American Transportation Corporation Equipment Trust, Series 74, which Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on December 13, 1976, Recordation No. 8607; and

Whereas, the parties hereto wish to amend Schedule A to the Agreement;

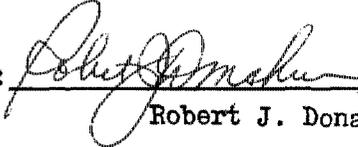
NOW, THEREFORE, the parties hereto agree that Schedule A to the Agreement is hereby amended by:

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

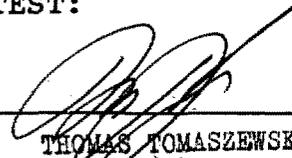
(b) substituting therefor the units of Equipment described in Schedule II attached hereto.

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 April 25, 1989.

CONTINENTAL BANK, NATIONAL
ASSOCIATION, TRUSTEE

By: 
Robert J. Donahue

ATTEST:


THOMAS TOMASZEWSKI
CORPORATE PRODUCTS OFFICER

GENERAL AMERICAN TRANSPORTATION
CORPORTION

By: 
Vice President

ATTEST:


Assistant Secretary

STATE OF ILLINOIS)

) ss.:

COUNTY OF COOK)

On this 11TH day of MAY, before me personally appeared Robert J. Donahue, to me personally known, who, being by me duly sworn, says that he is VICE PRESIDENT of Continental Bank, National Association, 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.

Lucille Atkins LUCILLE ATKINS
Notary Public MY COMMISSION EXPIRES 1-29-90

* * * * *

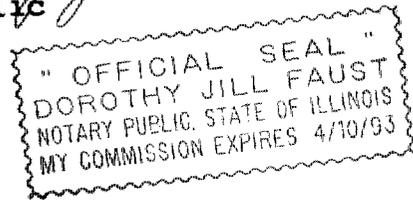
STATE OF ILLINOIS)

) ss.:

COUNTY OF COOK)

On April 25, 1989, before me personally appeared W. C. Andrews, to me personally known, who, being by me duly sworn, said that he is Vice President of General American Transportation 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.

Dorothy Jill Faust
Notary Public



SCHEDULE 1
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 74
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 INTO SERVICE</u> | <u>YEAR ACQUIRED</u> |
|-----------------|-----------------------|--------------------------------|---|------------------|-------------------|---------------------|----------------------------------|--------------------------|
| 1 | At-ride Car | LO | 4,180 Cu.Ft. GACX 48516. | \$45,449.00 | \$48,849.00 | \$ 48,849.00 | 9-1980 | 9-1980 |
| 2 | Hopper Cars | HTS | 3,850 Cu.Ft. GGPX 76000, 76063. | 34,465.00 | 36,059.00 | 72,118.00 | 5-1976 | 5-1976 |
| 3 | Hopper Cars | HTS | 3,850 Cu.Ft. GGPX 76090, 76106, 76139. | 34,465.00 | 36,059.00 | 108,177.00 | 6-1976 | 6-1976 |
| 2 | Hopper Cars | HTS | 3,850 Cu.Ft. GGPX 76161, 76167. | 34,465.00 | 36,059.00 | 72,118.00 | 7-1976 | 7-1976 |
| 4 | Hopper Cars | HTS | 3,850 Cu.Ft. GGPX 76225, 76232, 76238, 76251. | 34,465.00 | 36,059.00 | 144,236.00 | 8-1976 | 8-1976 |
| <u>12</u> | | | | | | <u>\$445,498.00</u> | | |

GENERAL AMERICAN TRANSPORTATION CORPORATION - SCHEDULE 11
 EQUIPMENT TRUST - SERIES 74

CARS TO BE SUBSTITUTED

| QUANTITY | CLASSIFICATION | CAPACITY | CAR INITIAL | CAR NUMBER | ACTUAL COST | VALUE | MO-YR INTO SERVICE | MO-YR ACQUIRED |
|----------|-----------------|----------|-------------|------------|-------------|---------|--------------------|----------------|
| 1 | DOT 111A100-W-1 | 20,000 | GATX | 19277 | 65,520 | 67,373 | 11-80 | 11-80 |
| 1 | DOT 111A100-W-1 | 20,000 | GATX | 19280 | 65,520 | 67,373 | 11-80 | 11-80 |
| 1 | DOT 111A100-W-1 | 20,000 | GATX | 19281 | 65,520 | 67,373 | 11-80 | 11-80 |
| 1 | DOT 111A100-W-1 | 20,000 | GATX | 19283 | 65,520 | 67,373 | 11-80 | 11-80 |
| 1 | DOT 111A100-W-1 | 20,000 | GATX | 19284 | 65,520 | 67,373 | 11-80 | 11-80 |
| 1 | DOT 111A100-W-1 | 20,000 | GATX | 19288 | 65,520 | 67,373 | 11-80 | 11-80 |
| 1 | DOT 111A100-W-1 | 16,000 | GATX | 20000 | 41,953 | 43,139 | 11-80 | 11-80 |
| 7 | | | | | 435,073 | 447,377 | | |