

GATX

GATX CORPORATION

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

LAW DEPARTMENT

RECORDATION NO. 4451-H Form 1428

DEC 27 1983 11 15 PM

INTERSTATE COMMERCE COMMISSION

December 13, 1983

Secretary of the Interstate
Commerce Commission
Washington, D.C. 20006

RE: General American Transportation Corporation
Equipment Trust Series 64

Gentlemen:

I am counsel to GATX Corporation and General American Transportation Corporation.

Enclosed herewith are five (5) signed copies of a Supplemental Agreement dated as of November 30, 1983, 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 27, 1967 under Recordation No. 4451.

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.

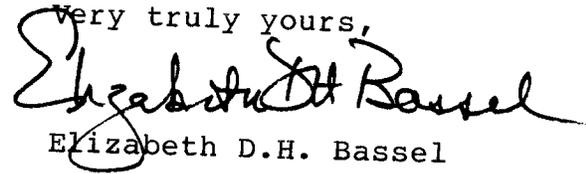
The names and addresses of the parties referred to in said agreements are:

Citibank, N.A.
5 Hanover Square
New York, NY 10043
Attention: Ronald L. Pierce

GATX Corporation
120 South Riverside Plaza
Chicago, Illinois 60606
Attention: J.R. Coulter

If you have any questions, feel free to call me at
(312) 621-6593.

Very truly yours,

A handwritten signature in cursive script that reads "Elizabeth D.H. Bassel". The signature is written in dark ink and is positioned above the typed name.

Elizabeth D.H. Bassel

EDHB/cdr

3892D

Enclosures

EXECUTED IN 6 COUNTERPARTS OF
WHICH THIS IS COUNTERPART No. 6

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 64

RECORDATION NO. 4451-H FILED 1983

DEC 27 1983 12 15 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF NOVEMBER 30, 1983
TO EQUIPMENT TRUST AGREEMENT DATED AS OF AUGUST 1, 1967

BY AND BETWEEN

CITIBANK, N.A., TRUSTEE

AND

GATX CORPORATION

(FORMERLY KNOWN AS GENERAL AMERICAN TRANSPORTATION CORPORATION)

Supplemental Agreement dated as of November 30, 1983 by and between Citibank, 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 August 1, 1967 (the "Agreement") creating General American Transportation Corporation Equipment Trust, Series 64, which Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20 of the Interstate Commerce Act on July 27, 1967, Recordation No. 4451; 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 November 30, 1983.

CITIBANK, N.A., TRUSTEE

By: E. Gibbs

ATTEST:

[Signature]

GATX CORPORATION
(FORMERLY KNOWN AS GENERAL AMERICAN
TRANSPORTATION CORPORATION)

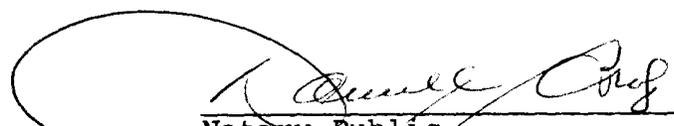
By: [Signature]

ATTEST:

[Signature]
Assistant Secretary

STATE OF New York)
) ss.:
COUNTY OF New York)

On this 28th day of November, 1983 before me personally appeared E. GIBBONS, to me personally known, who, being by me duly sworn, says that he is a SENIOR TRUST OFFICER of Citibank 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.

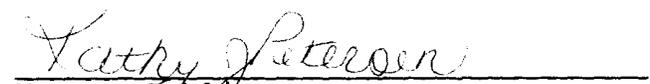

Notary Public

DANIEL C. BROWN, JR.
Notary Public, State of New York
No. 41-4544153
Qualified in Queens County
Certificate Filed in New York Co.
Commission Expires March 30, 1985

* * * * *

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

On this November 14 1983, before me personally appeared James 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 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 64
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 Tank Car	DOT 103-W	6,000	GATX 5003.	\$12,158.00	\$11,879.00	\$ 11,879.00	11-1960	11-1960
1 Tank Car	DOT 103-W	6,000	GATX 60102.	8,055.00	7,194.00	7,194.00	9-1959	9-1959
1 Tank Car	DOT 103-W	6,000	GATX 60596.	11,781.00	11,511.00	11,511.00	5-1960	5-1960
1 Tank Car	DOT 103-W	6,000	GATX 70375.	10,808.00	10,560.00	10,560.00	9-1960	9-1960
1 Tank Car	DOT 103-W	6,000	GATX 85374.	13,471.00	13,162.00	13,162.00	7-1960	7-1960
1 Tank Car	DOT 103-W	6,000	GATX 86801.	11,777.00	10,519.00	10,519.00	9-1959	9-1959
7 Tank Cars	DOT 103-W	10,000	GATX 75436, 75441, 75445, 75449, 75458-75460.	8,363.00	6,124.00	42,868.00	9-1957	9-1957
1 Tank Car	DOT 103-W	10,000	GATX 82000.	11,590.00	8,488.00	8,488.00	10-1957	10-1957
1 Tank Car	DOT 103-W	12,500	GATX 38959.	14,794.00	15,889.00	15,889.00	5-1961	5-1961
1 Tank Car	DOT 103A-W	8,000	GATX 81060.	11,474.00	10,248.00	10,248.00	4-1959	4-1959
1 Tank Car	DOT 103AL-W	4,000	GATX 54801.	14,078.00	11,417.00	11,417.00	5-1958	5-1958
1 Tank Car	DOT 103AL-W	10,000	GATX 73671.	12,927.00	10,483.00	10,483.00	2-1958	2-1958
1 Tank Car	DOT 103AL-W	10,000	GATX 87062.	14,351.00	11,638.00	11,638.00	3-1958	3-1958
2 Tank Cars	DOT 103B-W	8,000	GATX 72433, 72437.	10,281.00	7,529.00	15,058.00	3-1957	3-1957
1 Tank Car	DOT 103B-W	8,000	GATX 72444.	11,179.00	8,187.00	8,187.00	3-1957	3-1957

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QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1 Tank Car	DOT 103B-W	8,000	GATX 72457.	\$10,591.00	\$ 8,589.00	\$ 8,589.00	1-1958	1-1958
1 Tank Car	DOT 103B-W	8,000	GATX 81062.	11,474.00	10,248.00	10,248.00	4-1959	4-1959
1 Tank Car	DOT 103B-W	10,000	GATX 72768.	12,318.00	11,188.00	11,188.00	12-1958	12-1958
6 Tank Cars	DOT 103B-W	10,000	GATX 81564, 81565, 81571, 81577, 81590, 81591.	12,622.00	13,556.00	81,336.00	1-1961	1-1961
2 Tank Cars	DOT 103C-W	8,000	GATX 71126, 71127.	18,516.00	13,560.00	27,120.00	3-1957	3-1957
1 Tank Car	DOT 103C-W	8,000	GATX 71132.	18,728.00	13,716.00	13,716.00	2-1957	2-1957
1 Tank Car	DOT 105A100-W	4,000	GATX 76264.	9,678.00	8,644.00	8,644.00	6-1959	6-1959
1 Tank Car	DOT 105A100-W	11,000	GATX 72506.	11,104.00	8,132.00	8,132.00	8-1957	8-1957
1 Tank Car	DOT 105A100-W	11,000	GATX 76477.	10,445.00	7,649.00	7,649.00	4-1957	4-1957
1 Tank Car	DOT 105A100-W	11,000	GATX 80419.	13,832.00	12,354.00	12,354.00	8-1959	8-1959
1 Tank Car.	DOT 105A300-W	11,000	GATX 72230.	11,104.00	8,132.00	8,132.00	7-1957	7-1957
6 Tank Cars	DOT 105A300-W	11,000	GATX 72241, 72263, 72286, 72589, 72592, 72593.	11,104.00	8,132.00	48,792.00	8-1957	8-1957
1 Tank Car	DOT 105A300-W	11,000	GATX 72516.	11,104.00	8,132.00	8,132.00	11-1957	11-1957
2 Tank Cars	DOT 105A300-W	11,000	GATX 72517, 72518.	11,104.00	8,132.00	16,264.00	10-1957	10-1957
1 Tank Car	DOT 105A300-W	11,000	GATX 72533.	11,104.00	9,241.00	9,241.00	12-1957	12-1957

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QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
1 Tank Car	DOT 105A300-W	11,000	GATX 73063.	\$10,406.00	\$ 7,621.00	\$ 7,621.00	10-1957	10-1957
1 Tank Car	DOT 105A300-W	11,000	GATX 73094.	10,406.00	7,621.00	7,621.00	11-1957	11-1957
1 Tank Car	DOT 105A300-W	11,000	GATX 76423.	10,445.00	7,649.00	7,649.00	5-1957	5-1957
3 Tank Cars	DOT 105A300-W	11,000	GATX 79296-79298.	10,637.00	8,626.00	25,878.00	2-1958	2-1958
1 Tank Car	DOT 105A300-W	11,000	GATX 80418.	13,832.00	12,354.00	12,354.00	8-1959	8-1959
1 Tank Car	DOT 105A300-W	20,500	GATX 83428.	17,678.00	18,987.00	18,987.00	1-1961	1-1961
1 Tank Car	DOT 105A500-W	3,100	GATX 80034.	9,808.00	8,760.00	8,760.00	2-1959	2-1959
1 Tank Car	DOT 105A500-W	3,100	GATX 80047.	10,101.00	9,022.00	9,022.00	4-1959	4-1959
1 Tank Car	ICC 111A100-W-1	20,000	GATX 99897.	15,172.00	22,484.00	22,484.00	2-1967	2-1967
1 Tank Car	DOT 111A60-W-1	10,000	GATX 72561.	12,755.00	10,344.00	10,344.00	3-1958	3-1958
1 Tank Car	DOT 111A60-W-1	10,000	GATX 79294.	10,637.00	8,626.00	8,626.00	2-1958	2-1958
1 Tank Car	ICC 111A60-W-1	20,000	GATX 99988.	19,617.00	30,275.00	30,275.00	12-1966	12-1966
1 Tank Car	ICC 103-W	10,000	GATX 82100.	10,809.00	8,766.00	8,766.00	11-1958	11-1958
1 Tank Car	ICC 103-W	10,000	GATX 97549.	14,210.00	20,665.00	20,665.00	10-1966	10-1966
1 Tank Car	ICC 103B-W	10,000	GATX 88456.	14,166.00	20,993.00	20,993.00	2-1967	2-1967
1 Tank Car	ICC 105A500-W	10,800	GATX 59898.	16,053.00	23,790.00	23,790.00	2-1967	2-1967

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CARS TO BE REMOVED

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1 Tank Car	ICC 105A500-W	10,800	GATX 82084.	\$16,545.00	\$24,061.00	\$ 24,061.00	8-1966	8-1966
2 Tank Cars	ICC 111A100-W-1	12,500	GATX 38689, 38694.	24,540.00	37,874.00	75,748.00	12-1966	12-1966
1 Tank Car	ICC 111A100-W-1	12,500	GATX 98961.	16,534.00	25,517.00	25,517.00	12-1966	12-1966
1 Tank Car	ICC 111A100-W-1	12,500	GATX 98967.	16,954.00	25,125.00	25,125.00	1-1967	1-1967
1 Tank Car	ICC 111A100-W-1	15,000	GATX 64173.	15,826.00	23,016.00	23,016.00	9-1966	9-1966
1 Tank Car	ICC 111A100-W-1	20,000	GATX 50787.	14,153.00	20,974.00	20,974.00	2-1967	2-1967
1 Tank Car	ICC 111A100-W-1	20,000	GATX 64258.	17,570.00	25,552.00	25,552.00	10-1966	10-1966
1 Tank Car	ICC 111A100-W-1	20,000	GATX 98598.	15,031.00	23,198.00	23,198.00	12-1966	12-1966
1 Tank Car	ICC 111A100-W-1	20,000	GATX 98777.	14,051.00	20,434.00	20,434.00	11-1966	11-1966
2 Tank Cars	ICC 111A100-W-1	20,000	GATX 98884, 98885.	15,056.00	21,896.00	43,792.00	10-1966	10-1966
2 Tank Cars	ICC 111A100-W-1	20,000	GATX 98931, 98932.	14,948.00	21,739.00	43,478.00	11-1966	11-1966
1 Tank Car	ICC 111A100-W-1	20,000	GATX 98946.	14,948.00	23,070.00	23,070.00	12-1966	12-1966
1 Tank Car	ICC 111A100-W-1	20,000	GATX 99874.	15,220.00	22,134.00	22,134.00	7-1966	7-1966
1 Tank Car	ICC 111A60-W-1	8,000	GATX 5441.	17,820.00	25,916.00	25,916.00	10-1966	10-1966
2 Tank Cars	ICC 111A60-W-1	10,000	GATX 81752, 81763.	10,548.00	16,279.00	32,558.00	12-1966	12-1966
1 Tank Car	ICC 111A60-W-1	10,000	GATX 86581.	15,055.00	21,894.00	21,894.00	9-1966	9-1966

SCHEDULE I
 GENERAL AMERICAN TRANSPORTATION CORPORATION
 EQUIPMENT TRUST - SERIES 64
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 Tank Car	ICC 111A60-W-1	10,000	GATX 87641.	\$17,174.00	\$24,976.00	\$ 24,976.00	8-1966	8-1966
2 Tank Cars	ICC 112A340-W	33,500	GATX 97323, 97386.	19,154.00	27,856.00	55,712.00	10-1966	10-1966
1 Tank Car	ICC 112A340-W	33,500	GATX 97835.	19,582.00	30,221.00	30,221.00	12-1966	12-1966
2 Airslide Cars	LO	4,180 Cu.Ft.	GACX 46197, 46200.	15,937.00	26,635.00	53,270.00	11-1966	11-1966
1 Airslide Car	LO	4,180 Cu.Ft.	MP 721039.	15,861.00	26,616.00	26,616.00	1-1967	1-1967

\$1,389,735.00

SCHEDULE 11

GENERAL AMERICAN TRANSPORTATION CORPORATION
 EQUIPMENT TRUST - SERIES 64
 CARS TO BE SUBSTITUTED

QUANTITY	CLASSIFICATION	CAPACITY	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
2 Tank Cars	DOT 111A100-W-1	20,000	GATX 50888, 50891.	\$43,807.00	\$46,482.00	\$ 92,964.00	8-1980	8-1980
2 Tank Cars	DOT 111A60-W-1	20,000	GATX 11949, 11950.	46,054.00	48,866.00	97,732.00	9-1980	9-1980
4 Tank Cars	DOT 111A60AL-W-2	20,000	GATX 14243, 14245-14247.	70,262.00	74,552.00	298,208.00	9-1980	9-1980
1 Tank Car	DOT 111A100-W-5	20,000	GATX 15244.	46,768.00	49,623.00	49,623.00	9-1980	9-1980
6 Tank Cars	DOT 111A100-W-1	20,000	GATX 18024-18027, 18033, 18034.	38,789.00	41,157.00	246,942.00	9-1980	9-1980
3 Tank Cars	DOT 111A60-W-1	22,000	GATX 18097, 18104, 18109.	44,938.00	47,682.00	143,046.00	9-1980	9-1980
6 Tank Cars	DOT 111A100-W-1	22,000	GATX 18511, 18513, 18518, 18520, 18521, 18528.	46,319.00	49,147.00	294,882.00	9-1980	9-1980
1 Tank Car	DOT 111A100-W-1	20,000	GATX 19257.	65,311.00	69,299.00	69,299.00	9-1980	9-1980
1 Tank Car	DOT 111A60-W-1	20,000	GATX 20151.	45,455.00	48,231.00	48,231.00	9-1980	9-1980
1 Tank Car	DOT 111A60-W-1	22,000	GATX 24685.	46,053.00	48,865.00	48,865.00	9-1980	9-1980
27						\$1,389,792.00		