

GATX

3-3214974

GATX CORPORATION

120 SOUTH RIVERSIDE PLAZA
CHICAGO, IL60606
312-621-6200

No. _____
Date **NOV 17 1983**

LAW DEPARTMENT

Fee \$ 10.00

November 14, 1983

ICC Washington, D.C.

RECORDATION NO. 6322-F Filed 1425

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

NOV 17 1983 10 00 AM

INTERSTATE COMMERCE COMMISSION

RE: General American Transportation Corporation
Equipment Trust Series 68

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 15, 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 September
23, 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, New York 10015
Attention: Clyde E. Starr

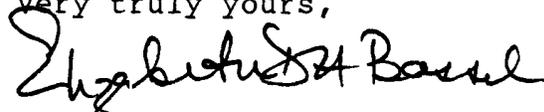
GATX Corporation
120 South Riverside Plaza
Chicago, Illinois 60606
Attention: J.R. Coulter

RECEIVED
NOV 17 9 59 AM '83
I.C.C.
FEE OPERATION BR.

Handwritten signatures and initials on the left margin.

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

Very truly yours,



Elizabeth D.H. Bassel

EDHB/kjp

3812D

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

11/17/83

OFFICE OF THE SECRETARY

Elizabeth D.H. Bassel
GATX Corporation
120 South Riverside Plaza
Chicago, Illinois 60606

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 **11/17/83** at **10:00am** and assigned re-
recording number (s). **6322-F**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 68

RECORDATION NO. *6323-F* Filed 1425

NOV 17 1983 10 00 AM

INDEPENDENT STATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF NOVEMBER 15, 1983
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 November 15, 1983 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 November 15, 1983.

IRVING TRUST COMPANY, TRUSTEE

By:  _____

ATTEST:

 _____

GATX CORPORATION
(FORMERLY KNOWN AS GENERAL AMERICAN
TRANSPORTATION CORPORATION)

By:  _____

ATTEST:

 _____
Assistant Secretary

3774D

STATE OF NEW YORK)

) ss.:

COUNTY OF NEW YORK)

On this 9th day of November, before me personally appeared Clara L. Steiner, to me personally known, who, being by me duly sworn, says that he is Assistant Secretary of Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said Trust Company, that said instrument was signed and sealed on behalf of said Trust Company 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

ROBERT SCHNECK
Notary Public, State of New York
No. 41-4746935
Qualified in Queens County
Certificate filed in New York County
Commission Expires March 30, 1985

* * * * *

STATE OF ILLINOIS)

) ss.:

COUNTY OF COOK)

On this November 3, 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.

Kathy Peterson
Notary Public

SCHEDULE 1
 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 Tank Car	DOT 105A300-W	10,800	GATX 79456.	\$14,057.00	\$15,098.00	\$ 15,098.00	9-1961	9-1961
2 Tank Cars	DOT 111A100-W-1	12,500	GATX 57485, 57502.	18,453.00	29,170.00	58,340.00	11-1970	11-1970
1 Tank Car	DOT 111A100-W-1	12,500	GATX 57505.	18,453.00	29,170.00	29,170.00	12-1970	12-1970
1 Tank Car	DOT 111A100-W-1	15,000	GATX 41100.	20,224.00	31,969.00	31,969.00	12-1970	12-1970
1 Tank Car	DOT 111A100-W-1	20,000	GATX 19329.	16,311.00	24,343.00	24,343.00	5-1971	5-1971
1 Tank Car	DOT 111A100-W-1	20,900	GATX 20005.	16,467.00	26,030.00	26,030.00	12-1970	12-1970
1 Tank Car	DOT 111A100-W-1	20,000	GATX 38602.	19,593.00	29,520.00	29,520.00	9-1970	9-1970
1 Tank Car	DOT 111A100-W-1	20,000	GATX 57348.	16,522.00	24,658.00	24,658.00	1-1971	1-1971
1 Tank Car	DOT 111A100-W-5	20,000	GATX 52244.	20,232.00	30,483.00	30,483.00	7-1970	7-1970
1 Tank Car	DOT 111A60-W-1	20,000	GATX 25096.	19,431.00	29,276.00	29,276.00	10-1970	10-1970
1 Tank Car	DOT 111A60-W-1	20,000	GATX 55271.	18,764.00	29,662.00	29,662.00	12-1970	12-1970
1 Tank Car	DOT 111A60AL-W-1	10,000	GATX 70917.	16,326.00	13,240.00	13,240.00	1-1958	1-1958
1 Tank Car	DOT 112A340-W	26,100	GATX 55328.	17,270.00	25,775.00	25,775.00	1-1971	1-1971
1 Tank Car	DOT 112A340-W	33,500	GATX 40856.	18,917.00	28,502.00	28,502.00	10-1970	10-1970
2 Tank Cars	DOT 112A340-W	33,500	GATX 41241, 41243.	19,403.00	28,958.00	57,916.00	8-1971	8-1971

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	Airslide Car	L0	2,600 Cu.Ft. GACX 43837.	\$10,295.00	\$11,939.00	\$ 11,939.00	7-1958	7-1958
1	Airslide Car	L0	2,600 Cu.Ft. GACX 43906.	10,295.00	11,939.00	11,939.00	10-1958	10-1958
3	Airslide Cars	L0	2,600 Cu.Ft. GACX 43912, PC 878733, 878738.	10,295.00	12,797.00	38,391.00	11-1958	11-1958
1	Airslide Car	L0	2,600 Cu.Ft. GACX 44116.	10,514.00	12,852.00	12,852.00	3-1959	3-1959
1	Airslide Car	L0	2,600 Cu.Ft. GACX 47060.	13,120.00	21,579.00	21,579.00	8-1970	8-1970
1	Airslide Car	L0	2,600 Cu.Ft. PC 878890.	10,487.00	12,819.00	12,819.00	3-1959	3-1959
2	Airslide Cars	L0	2,600 Cu.Ft. PC 878934, 878938.	10,352.00	12,005.00	24,010.00	10-1958	10-1958
1	Airslide Car	L0	3,660 Cu.Ft. GACX 43925.	14,233.00	16,506.00	16,506.00	8-1958	8-1958
3	Airslide Cars	L0	3,660 Cu.Ft. GACX 43946-43948.	12,516.00	15,299.00	45,897.00	1-1959	1-1959
1	Airslide Car	L0	4,180 Cu.Ft. DRGW 15983.	18,891.00	30,467.00	30,467.00	4-1971	4-1971
1	Airslide Car	L0	4,180 Cu.Ft. GACX 46568.	18,702.00	30,162.00	30,162.00	7-1971	7-1971
1	Airslide Car	L0	4,180 Cu.Ft. GACX 47242.	18,702.00	30,162.00	30,162.00	5-1971	5-1971
2	Hopper Cars	HTS	3,850 Cu.Ft. GGPX 70147, 70167.	20,102.00	26,414.00	52,828.00	8-1970	8-1970
1	Hopper Car	HTS	3,850 Cu.Ft. GGPX 70224.	20,102.00	26,414.00	26,414.00	9-1970	9-1970
1	Hopper Car	HTS	3,850 Cu.Ft. GGPX 70279.	20,102.00	26,414.00	26,414.00	10-1970	10-1970

SCHEDULE I
 GENERAL AMERICAN TRANSPORTATION CORPORATION
 EQUIPMENT TRUST - SERIES 68
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 Hopper Car	HTS	3,850 Cu.Ft.	GGPX 71036.	\$20,771.00	\$27,512.00	\$ 27,512.00	5-1971	5-1971
4 Hopper Cars	HTS	3,850 Cu.Ft.	GGPX 71051, 71052, 71069, 71107.	20,771.00	27,512.00	110,048.00	6-1971	6-1971
2 Hopper Cars	HTS	3,850 Cu.Ft.	GGPX 71142, 71169.	20,771.00	27,512.00	55,024.00	7-1971	7-1971
45						<u>\$1,038,945.00</u>		

SCHEDULE II
 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 DOT 111A100-W-1	20,000	GATX 17415.	\$42,103.00	\$44,674.00	\$ 44,674.00	1-1980	1-1980
1	Tank Car DOT 111A100-W-1	26,000	GATX 19083.	40,617.00	43,097.00	43,097.00	1-1980	1-1980
1	Tank Car DOT 105A400-W	33,500	GATX 20869.	61,238.00	64,978.00	64,978.00	1-1980	1-1980
1	Tank Car DOT 111A100-W-1	22,000	GATX 23693.	56,481.00	59,930.00	59,930.00	1-1980	1-1980
5	Tank Cars DOT 111A60-W-1	20,000	GATX 49124-49126, 49129, 49131.	41,923.00	44,483.00	222,415.00	1-1980	1-1980
10	Tank Cars DOT 111A60-W-1	22,000	GATX 56351-56360.	42,981.00	45,606.00	456,060.00	1-1980	1-1980
1	Tank Car DOT 111A60-W-1	22,000	GATX 23750.	44,872.00	47,612.00	47,612.00	8-1980	8-1980
2	Tank Cars DOT 111A60-W-1	20,000	GATX 34209, 34210.	47,217.00	50,100.00	100,200.00	8-1980	8-1980
22						<u>\$1,038,966.00</u>		