

GATX

5-143A028

GATX CORPORATION

No.
 Date MAY 23 1985
 Fee \$ 10.00

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

ICC Washington, D. C.

LAW DEPARTMENT

May 21, 1985

RECORDATION NO. 6322-H Form 1425

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

MAY 23 1985 - 8 25 AM

RE: General American Transportation Corporation INTERSTATE COMMERCE COMMISSION
Equipment Trust Series 68

Gentlemen:

Enclosed herewith are five (5) signed copies of a Supplemental Agreement dated as of April 30, 1985, 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 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, New York 10015
Attention: Clyde E. Starr

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

/jma
3986D

Handwritten notes:
Mary J. Fulton
[Signature]

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 68

RECORDATION NO. 6322-A Filed 1425

MAY 23 1985 -8 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF APRIL 30, 1985
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 April 30, 1985 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;

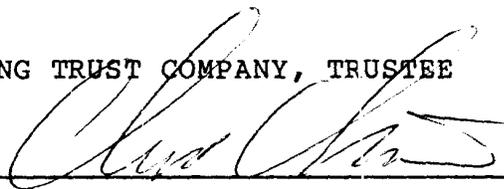
NOW, THEREFORE, the parties hereto agree that Schedule A to the Agreement is hereby amended by:

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

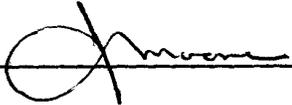
(b) substituting therefor the units of Equipment described in Schedule II attached hereto.

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 April 30, 1985.

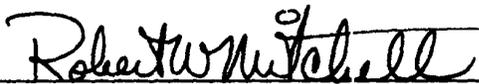
IRVING TRUST COMPANY, TRUSTEE

By:  _____

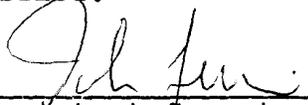
ATTEST:

 _____

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 16th day of May, before me personally appeared Clyde 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 Irving Trust Co. that said instrument was signed and sealed on behalf of said Irving 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.



Notary Public

ROBERT SCHNECK
Notary Public, State of New York
No. 4746935
Qualified in Nassau County
Certificate filed in New York County
Commission Expires March 30, 1987

* * * * *

STATE OF ILLINOIS)

) ss.:

COUNTY OF COOK)

On this April 30, 1985, before me personally appeared Robert W. Mitchell, 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 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	Tank Car	DOT 111A100-W-1	12,500	GATX 57508.	\$18,453.00	\$29,882.00	11-1970	11-1970
1	Tank Car	DOT 111A100-W-1	20,000	GATX 13019.	16,252.00	26,271.00	6-1971	6-1971
1	Tank Car	DOT 111A100-W-1	20,000	GATX 27891.	16,364.00	25,151.00	3-1971	3-1971
1	Tank Car	DOT 111A100-W-1	30,000	GATX 27557.	16,946.00	26,046.00	4-1971	4-1971
1	Tank Car	DOT 111A60-W-1	20,000	GATX 55269.	18,764.00	30,385.00	12-1970	12-1970
1	Tank Car	DOT 111A60AL-W-1	10,000	GATX 70861.	14,975.00	11,665.00	9-1957	9-1957
1	Tank Car	DOT 111A60AL-W-1	10,000	GATX 70865.	14,975.00	11,665.00	10-1957	10-1957
1	Tank Car	DOT 111A60AL-W-1	10,000	GATX 70881.	14,975.00	11,665.00	11-1957	11-1957
1	Airside Car	L0	3,660 Cu.Ft.	GACX 43921.	14,233.00	18,946.00	8-1958	8-1958
1	Airside Car	L0	2,600 Cu.Ft.	GACX 43836.	10,295.00	13,704.00	7-1958	7-1958
3	Airside Cars	L0	2,600 Cu.Ft.	GACX 43903-43905.	10,295.00	13,704.00	10-1958	10-1958
1	Airside Car	L0	2,600 Cu.Ft.	GACX 43911.	10,295.00	13,704.00	11-1958	11-1958
3	Airside Cars	L0	2,600 Cu.Ft.	GACX 44114, 44121, 44122.	10,514.00	13,800.00	3-1959	3-1959
1	Airside Car	L0	2,600 Cu.Ft.	GACX 47208.	13,120.00	23,451.00	10-1970	10-1970
3	Airside Cars	L0	2,600 Cu.Ft.	PC 878730, 878731, 878741.	10,295.00	13,704.00	11-1958	11-1958
4	Airside Cars	L0	2,600 Cu.Ft.	PC 878929, 878936, 878943, 878947.	10,352.00	13,780.00	10-1958	10-1958
2	Hopper Cars	HTS	3,850 Cu.Ft.	GGPX 70072, 70123.	20,102.00	27,838.00	7-1970	7-1970

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 70197.	\$20,102.00	\$27,838.00	\$ 27,838.00	9-1970	9-1970
2 Hopper Cars	HTS	3,850 Cu.Ft.	GGPX 70231, 70297.	20,102.00	27,838.00	55,676.00	10-1970	10-1970
1 Hopper Car	HTS	3,850 Cu.Ft.	GGPX 71182.	20,771.00	29,282.00	29,282.00	7-1971	7-1971
1 Hopper Car	HTS	3,850 Cu.Ft.	GGPX 71215.	20,771.00	29,282.00	29,282.00	8-1971	8-1971
						<u>\$619,033.00</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	26,000	GATX 21166.	\$40,408.00	\$39,791.00	\$ 39,791.00	9-1980	9-1980
7 Tank Cars	DOT 111A100-W-1	26,000	GATX 22664-22666, 22668, 22669, 22671, 22672.	43,895.00	43,225.00	302,575.00	9-1980	9-1980
1 Tank Car	DOT 111A100-W-1	22,000	GATX 10324.	47,311.00	46,588.00	46,588.00	10-1980	10-1980
1 Tank Car	DOT 105A500-W	17,300	GATX 20083.	49,228.00	48,476.00	48,476.00	10-1980	10-1980
3 Tank Cars	DOT 111A100-W-1	22,000	GATX 23769, 23771, 23772.	46,631.00	45,918.00	137,754.00	10-1980	10-1980
1 Tank Car	DOT 111A100-W-1	20,000	GATX 36526.	44,622.00	43,940.00	43,940.00	10-1980	10-1980
14						\$619,124.00		