



GATX CORPORATION

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

RECORDATION NO. 6322-9 Filed 142

MAY 28 1987 -9 35 AM

INTERSTATE COMMERCE COMMISSION

LAW DEPARTMENT

May 22, 1987

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 April 15, 1987, 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, 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.

100
MAY 28 9 24 AM '87
MOTOR FREIGHT SERVICE

C. Ollett, III

7-1489010

No. MAY 28 1987

Very truly yours,
Janice M. Alonso
Janice M. Alonso

/jma
3986D

Date

Fee \$ 10.00

Washington, D. C.

Interstate Commerce Commission
Washington, D.C. 20423

5/28/87

OFFICE OF THE SECRETARY

Janice M. Alonso
GATX Corp.
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 5/28/87 at 9:35am, and assigned re-
recording number(s). 6322-J, 8100-F & 8607-E

Sincerely yours,

Norata K. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 68

RECORDATION NO. *6322-2* FILED *1987*

MAY 28 1987 -9 35 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF APRIL 15, 1987
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 15, 1987 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:

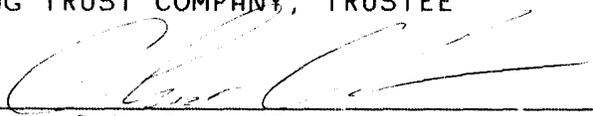
(a) deleting therefrom the units of Trust Equipment described in Schedule I attached hereto, and

(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 15, 1987.

IRVING TRUST COMPANY, TRUSTEE

By: _____


CLYDE E. STARR
Vice President

ATTEST:



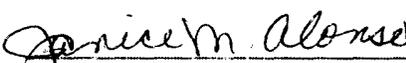
Assistant Secretary

GATX CORPORATION
(FORMERLY KNOWN AS GENERAL AMERICAN
TRANSPORTATION CORPORATION)

By: _____


Frederick B. Ollett, III
Treasurer

ATTEST:



Assistant Secretary
3774D

STATE OF New York)

) ss.:

COUNTY OF New York)

On this 20th 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 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.

LUCILLE CANGIALOSI
Notary Public, State of New York
No. 4842520
Qualified in Queens County
Certificate filed in New York County
Commission Expires October 31, 1989

Lucille Cangialosi
Notary Public

* * * * *

STATE OF ILLINOIS)

) ss.:

COUNTY OF COOK)

On this 4-15-87, 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.

Barthelme Faust
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 111A100-W-1	16,000	GATX 13141.	\$20,284.00	\$31,627.00	\$ 31,627.00	8-1971	8-1971
1	Tank Car DOT 111A100-W-1	20,000	GATX 27063.	16,324.00	24,065.00	24,065.00	2-1971	2-1971
2	Tank Cars DOT 111A100-W-1	20,000	GATX 27524, 27525.	16,365.00	25,517.00	51,034.00	5-1971	5-1971
1	Tank Car DOT 111A100-W-1	20,000	GATX 27852.	16,220.00	25,201.00	25,201.00	8-1970	8-1970
1	Tank Car DOT 111A60-W-1	22,000	GATX 25592.	20,148.00	31,416.00	31,416.00	3-1971	3-1971
2	Tank Cars DOT 111A60L-W-1	10,000	GATX 70815, 70839.	14,975.00	8,094.00	16,188.00	7-1957	7-1957
1	Tank Car DOT 111A60L-W-1	10,000	GATX 70856.	14,975.00	8,094.00	8,094.00	8-1957	8-1957
1	Tank Car DOT 111A60L-W-1	10,000	GATX 70874.	14,975.00	8,094.00	8,094.00	10-1957	10-1957
2	Tank Cars DOT 111A60L-W-1	10,000	GATX 70885, 70892.	14,975.00	8,094.00	16,188.00	11-1957	11-1957
1	Tank Car DOT 112A340-W	33,500	GATX 40807.	18,917.00	29,392.00	29,392.00	9-1970	9-1970
1	Tank Car DOT 112A340-W	33,500	GATX 41201.	19,342.00	30,159.00	30,159.00	7-1971	7-1971
2	Airslide Cars L0	2,600 Cu.Ft.	GACX 44113, 44117.	10,514.00	12,873.00	25,746.00	3-1959	3-1959
13	Airslide Cars L0	2,600 Cu.Ft.	PC 878883, 878884, 878887, 878889, 878892, 878895-878898, 878900- 878902, CR 878888.	10,487.00	12,840.00	166,920.00	3-1959	3-1959

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
24	Hopper Cars	HTS	3,850 Cu.Ft. GPPX 70063, 70074, 70077, 70080, 70082, 70083, 70086, 70088, 70090, 70091, 70094, 70095, 70097-70099, 70103, 70105, 70107, 70108, 70114, 70116, 70119, 70120, 70124.	\$20,102.00	\$25,467.00	\$ 611,208.00	7-1970	7-1970
15	Hopper Cars	HTS	3,850 Cu.Ft. GPPX 70126, 70128, 70137, 70143- 70146, 70149, 70150, 70161, 70163, 70164, 70170-70172.	20,102.00	25,467.00	382,005.00	8-1970	8-1970
11	Hopper Cars	HTS	3,850 Cu.Ft. GPPX 70178, 70179, 70183, 70192, 70202, 70203, 70206, 70217, 70221-70223.	20,102.00	25,467.00	280,137.00	9-1970	9-1970
24	Hopper Cars	HTS	3,850 Cu.Ft. GPPX 70227, 70229, 70230, 70234, 70238, 70240, 70244, 70248, 70258, 70259, 70261, 70262, 70265, 70270, 70271, 70274, 70276, 70284, 70286, 70287, 70290, 70293, 70294, 70298.	20,102.00	25,467.00	611,208.00	10-1970	10-1970
2	Hopper Cars	HTS	3,850 Cu.Ft. GPPX 70301, 71202.	20,771.00	27,087.00	54,174.00	8-1971	8-1971
5	Hopper Cars	HTS	3,850 Cu.Ft. GPPX 71001-71003, 71006, 71040.	20,771.00	27,087.00	135,435.00	5-1971	5-1971

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>	
4	Hopper Cars	HTS	3,850 Cu.Ft.	GGPX 71077, 71082, 71105, 71108.	\$20,771.00	\$27,087.00	\$ 108,348.00	6-1971	6-1971
4	Hopper Cars	HTS	3,850 Cu.Ft.	GGPX 71137, 71154, 71156, 71157.	20,771.00	27,087.00	108,348.00	7-1971	7-1971
<u>118</u>							<u>\$2,754,987.00</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
4	Tank Cars DOT 112J340-W	33,500	GATX 83384-83387.	\$19,805.00	\$26,717.00	\$ 106,868.00	11-1965	11-1965
2	Tank Cars DOT 112J340-W	33,500	GATX 83389, 83391.	19,805.00	26,717.00	53,434.00	12-1965	12-1965
12	Tank Cars DOT 112J340-W	33,500	GATX 89937, 89938, 89940- 89943, 89945, 89946, 89948-89951.	19,121.00	27,243.00	326,916.00	6-1966	6-1966
4	Tank Cars DOT 112J340-W	33,500	GATX 89986-89989.	20,422.00	29,097.00	116,388.00	5-1966	5-1966
8	Tank Cars DOT 112J340-W	33,500	GATX 89992-89999.	19,676.00	26,543.00	212,344.00	12-1965	12-1965
4	Tank Cars DOT 112J340-W	33,500	GATX 96482-96485.	19,689.00	26,560.00	106,240.00	12-1965	12-1965
3	Tank Cars DOT 112J340-W	33,500	GATX 96501, 96502, 96505.	19,677.00	26,544.00	79,632.00	11-1965	11-1965
23	Tank Cars DOT 112J340-W	33,500	GATX 96503, 96506-96524, 96527, 96528, 96530.	19,677.00	26,544.00	610,512.00	12-1965	12-1965
4	Tank Cars DOT 112J340-W	33,500	GATX 96545-96548.	19,681.00	26,550.00	106,200.00	11-1965	11-1965
12	Tank Cars DOT 112J340-W	33,500	GATX 96549-96559, 96562.	19,681.00	26,550.00	318,600.00	12-1965	12-1965
6	Tank Cars DOT 112J340-W	33,500	GATX 96732, 96737-96739, 96745, 96748.	19,324.00	27,532.00	165,192.00	5-1966	5-1966
10	Tank Cars DOT 112J340-W	33,500	GATX 96775, 96776, 96778- 96785.	18,613.00	26,520.00	265,200.00	5-1966	5-1966

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 112J340-W	33,500	GATX 96795, 96796.	\$19,774.00	\$28,174.00	\$ 56,348.00	5-1966	5-1966
4 Tank Cars	DOT 112J340-W	33,500	GATX 96959-96962.	20,208.00	28,792.00	115,168.00	5-1966	5-1966
2 Tank Cars	DOT 112J340-W	33,500	GATX 96963, 96964.	20,271.00	28,882.00	57,764.00	5-1966	5-1966
2 Tank Cars	DOT 112J340-W	33,500	GATX 97032, 97033.	20,420.00	29,094.00	58,188.00	3-1966	3-1966
						<u>\$2,754,994.00</u>		