

GATX

GATX CORPORATION

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

9-151A003

RECORDATION NO. 5887-P FILED MAY

LAW DEPARTMENT

MAY 31 1989 -9 50 AM

May 26, 1989

INTERSTATE COMMERCE COMMISSION

Secretary of the Interstate
Commerce Commission
Washington, DC 20006

RE: General American Transportation Corporation
Equipment Trust Series 67

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 November 25, 1970 under Recordation No. 5887.-P

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: Salvatore D. Mineo

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.

Very truly yours,

Janice M. Alonso

Janice M. Alonso
Assistant Secretary

DATA
FEE
ICC WASHINGTON

MAY 31 9 50 AM '89
NOTICE OF RECORDATION UNIT

Received May 26, 1989

Interstate Commerce Commission
Washington, D.C. 20423

5/31/89

OFFICE OF THE SECRETARY

Janice M. Alonso
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 5/31/89 at 9:55am, and assigned recordation number(s).

5887-P & 7731-L

Sincerely yours,

Nerita L. McGee

Secretary

Enclosure(s)

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 67

REGISTRATION NO. 5882 FILED 1480

MAY 31 1989 -9 50 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF APRIL 25, 1989

TO EQUIPMENT TRUST AGREEMENT DATED AS OF DECEMBER 1, 1970

BY AND BETWEEN

CITIBANK, N.A., TRUSTEE

AND

GATX CORPORATION

(FORMERLY KNOWN AS GENERAL AMERICAN TRANSPORTATION CORPORATION)

Supplemental Agreement dated as of April 25, 1989 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 December 1, 1970 (the "Agreement") creating General American Transportation Corporation Equipment Trust, Series 67, which Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on November 25, 1970, Recordation No. 5887; and

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

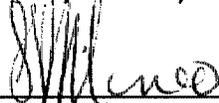
NOW, THEREFORE, the parties hereto agree that Schedule A to the Agreement is hereby amended by:

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

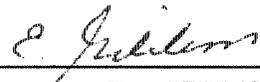
(b) substituting therefor the units of Equipment described in Schedule II attached hereto.

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.

CITIBANK, N.A., TRUSTEE

By: 
S. D. MINEO
ASSISTANT VICE PRESIDENT

ATTEST:


E. GIBBONS
Senior Trust Officer

GATX CORPORATION
(FORMERLY KNOWN AS GENERAL
AMERICAN TRANSPORTATION
CORPORATION)

By: 
Frederick B. Ollett, III
Treasurer

ATTEST:


Assistant Secretary

STATE OF NEW YORK)

) ss.:

COUNTY OF NEW YORK)

On this 19th day of May, 1988⁹, before me personally appeared S.D. MINEO, to me personally known, who, being by me duly sworn, says that he is ASSISTANT VICE PRESIDENT 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.

Robert F. Frier
Notary Public
ROBERT F. FRIER
Notary Public, State of New York
No. 31-4762885
Qualified in New York County
Commission Expires Jan. 31, 1991

* * * * *

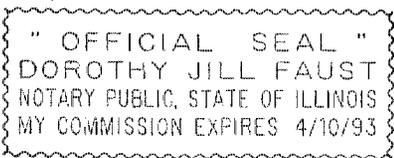
STATE OF ILLINOIS)

) ss.:

COUNTY OF COOK)

On this 2nd day of May, 1988⁹, before me personally appeared Frederick B. Ollett, III, 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 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 67
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 | AMR 211A100-W-1 | 8,000 | GATX 11007. | \$15,714.00 | \$20,609.00 | \$ 20,609.00 | 12-1969 | 12-1969 |
| 1 Tank Car | DOT 105A200-W | 20,500 | GATX 84771 | 17,885.00 | 16,253.00 | 16,253.00 | 7-1963 | 7-1963 |
| 2 Tank Cars | DOT 105A500-W | 17,300 | GATX 97993, 97995. | 19,691.00 | 25,824.00 | 51,648.00 | 9-1969 | 9-1969 |
| 1 Tank Car | DOT 111A100-W-1 | 8,000 | GATX 25149. | 16,792.00 | 22,145.00 | 22,145.00 | 3-1970 | 3-1970 |
| 1 Tank Car | DOT 111A100-W-1 | 8,000 | GATX 25533. | 15,270.00 | 20,138.00 | 20,138.00 | 5-1970 | 5-1970 |
| 1 Tank Car | DOT 111A100-W-1 | 8,000 | GATX 94204. | 14,919.00 | 19,566.00 | 19,566.00 | 7-1969 | 7-1969 |
| 1 Tank Car | DOT 111A100-W-1 | 13,200 | GATX 10489. | 18,023.00 | 22,218.00 | 22,218.00 | 1-1970 | 1-1970 |
| 1 Tank Car | DOT 111A100-W-1 | 13,200 | GATX 93509. | 16,679.00 | 21,874.00 | 21,874.00 | 5-1969 | 5-1969 |
| 1 Tank Car | DOT 111A100-W-1 | 13,200 | GATX 93530. | 16,679.00 | 21,874.00 | 21,874.00 | 6-1969 | 6-1969 |
| 1 Tank Car | DOT 111A100-W-1 | 20,000 | GATX 13344. | 16,565.00 | 21,846.00 | 21,846.00 | 6-1970 | 6-1970 |
| 1 Tank Car | DOT 111A100-W-1 | 20,000 | GATX 52935. | 15,618.00 | 20,597.00 | 20,597.00 | 4-1970 | 4-1970 |
| 1 Tank Car | DOT 111A100-W-1 | 20,000 | GATX 87430. | 15,463.00 | 14,052.00 | 14,052.00 | 8-1963 | 8-1963 |
| 1 Tank Car | DOT 111A100-W-1 | 20,000 | GATX 93897. | 14,510.00 | 19,030.00 | 19,030.00 | 11-1969 | 11-1969 |
| 1 Tank Car | DOT 111A100-W-1 | 22,000 | GATX 40065. | 15,958.00 | 20,928.00 | 20,928.00 | 11-1969 | 11-1969 |
| 1 Tank Car | DOT 111A100-W-1 | 22,000 | GATX 40081. | 15,958.00 | 20,928.00 | 20,928.00 | 12-1969 | 12-1969 |
| 3 Tank Cars | DOT 111A100-W-1 | 22,000 | GATX 40104, 40105, 40132. | 15,934.00 | 19,643.00 | 58,929.00 | 1-1970 | 1-1970 |

SCHEDULE 1
 GENERAL AMERICAN TRANSPORTATION CORPORATION
 EQUIPMENT TRUST - SERIES 67
 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-M-2 | 7,000 | GATX 37844. | \$15,181.00 | \$ 4,105.00 | \$ 4,105.00 | 11-1957 | 11-1957 |
| 1 Tank Car | DOT 111A100-M-2 | 7,300 | GATX 37836. | 15,497.00 | 4,190.00 | 4,190.00 | 5-1957 | 5-1957 |
| 1 Tank Car | DOT 111A100-M-2 | 10,000 | GATX 72552. | 12,755.00 | 3,360.00 | 3,360.00 | 2-1958 | 2-1958 |
| 1 Tank Car | DOT 111A100-M-1 | 13,500 | GATX 10544. | 13,327.00 | 17,576.00 | 17,576.00 | 5-1970 | 5-1970 |
| 1 Tank Car | DOT 111A60-M-1 | 8,000 | GATX 22704. | 14,397.00 | 18,881.00 | 18,881.00 | 10-1969 | 10-1969 |
| 2 Tank Cars | DOT 111A60-M-1 | 8,000 | GATX 24586, 24588. | 11,276.00 | 14,788.00 | 29,576.00 | 9-1969 | 9-1969 |
| 6 Tank Cars | DOT 111A60-M-1 | 8,000 | GATX 24589, 24591, 24594, 29596, 24598, 24599. | 11,276.00 | 14,788.00 | 88,728.00 | 10-1969 | 10-1969 |
| 1 Tank Car | DOT 111A60-M-1 | 23,100 | GATX 94486. | 18,360.00 | 24,079.00 | 24,079.00 | 5-1969 | 5-1969 |
| 1 Tank Car | DOT 111A60AL-M | 10,000 | GATX 84513. | 15,393.00 | 4,162.00 | 4,162.00 | 11-1957 | 11-1957 |
| 1 Tank Car | DOT 111A60AL-M | 20,000 | GATX 86589. | 30,553.00 | 40,070.00 | 40,070.00 | 6-1969 | 6-1969 |
| 1 Tank Car | DOT 111A60AL-M-1 | 10,000 | GATX 70811. | 14,975.00 | 4,049.00 | 4,049.00 | 7-1957 | 7-1957 |
| 1 Tank Car | DOT 111A60AL-M-1 | 10,200 | GATX 70920. | 16,326.00 | 4,301.00 | 4,301.00 | 1-1958 | 1-1958 |
| 1 Tank Car | DOT 112J400-M | 32,000 | GATX 84156. | 19,123.00 | 17,378.00 | 17,378.00 | 4-1963 | 4-1963 |

SCHEDULE 1
 GENERAL AMERICAN TRANSPORTATION CORPORATION
 EQUIPMENT TRUST - SERIES 67
 CARS TO BE REMOVED

| QUANTITY | CLASSIFICATION | CAPACITY IN GALLONS | INITIALED AND CAR NUMBERS | COST EACH | VALUE EACH | TOTAL VALUE | YEAR INTO SERVICE | YEAR ACQUIRED |
|----------|----------------|------------------------|--|-------------|-------------|--------------|-------------------------|------------------|
| 3 | Airslide Cars | LO | 2,600 Cu.Ft. GACX 48612, 43616, 43617. | \$10,151.00 | \$ 8,749.00 | \$ 26,247.00 | 3-1958 | 3-1958 |
| 1 | Airslide Car | LO | 2,600 Cu.Ft. GACX 43754. | 9,717.00 | 8,375.00 | 8,375.00 | 7-1958 | 7-1958 |
| 1 | Airslide Car | LO | 2,600 Cu.Ft. GACX 43777. | 9,717.00 | 8,375.00 | 8,375.00 | 8-1958 | 8-1958 |
| 2 | Airslide Cars | LO | 2,600 Cu.Ft. GACX 43998, 44000. | 9,992.00 | 8,612.00 | 17,224.00 | 10-1958 | 10-1958 |
| 3 | Airslide Cars | LO | 2,600 Cu.Ft. GACX 44030, 44053, 44057. | 10,487.00 | 8,887.00 | 26,661.00 | 2-1959 | 2-1959 |
| 1 | Dry-Flo Car | LO | 5,200 Cu.Ft. GACX 50715. | 17,745.00 | 27,694.00 | 27,694.00 | 9-1969 | 9-1969 |
| 5 | Hopper Cars | HTS | 3,800 Cu.Ft. GGPX 70004, 70006, 70021, 70032, 70046. | 20,102.00 | 20,286.00 | 101,430.00 | 6-1970 | 6-1970 |
| 1 | Hopper Car | HTS | 3,800 Cu.Ft. GGPX 70058. | 20,102.00 | 20,286.00 | 20,286.00 | 7-1970 | 7-1970 |

55 \$889,382.00

GENERAL AMERICAN TRANSPORTATION CORPORATION - SCHEDULE II
 EQUIPMENT TRUST - SERIES 47
 CARS TO BE SUBSTITUTED

| QUANTITY | CLASSIFICATION | CAPACITY | CAR INITIAL | CAR NUMBER | ACTUAL COST | VALUE | MO-YR INTO SERVICE | MO-YR ACQUIRED |
|----------|-----------------|----------|-------------|------------|-------------|---------|--------------------|----------------|
| 1 | DOT 111A60-W-1 | 22,000 | GATX | 24682 | 46,262 | 47,569 | 10-80 | 10-80 |
| 1 | DOT 111A100-W-3 | 22,000 | GATX | 42569 | 46,763 | 48,085 | 10-80 | 10-80 |
| 1 | DOT 111A100-W-3 | 22,000 | GATX | 42570 | 46,763 | 48,085 | 10-80 | 10-80 |
| 1 | DOT 111A60-W-1 | 20,000 | GATX | 58048 | 44,379 | 45,634 | 11-80 | 11-80 |
| 1 | DOT 111A100-W-1 | 18,000 | GATX | 58076 | 46,494 | 47,808 | 9-80 | 9-80 |
| 1 | DOT 111A100-W-1 | 18,000 | GATX | 58077 | 46,494 | 47,808 | 9-80 | 9-80 |
| 1 | DOT 111A100-W-1 | 18,000 | GATX | 58079 | 46,494 | 47,808 | 9-80 | 9-80 |
| 1 | DOT 111A100-W-1 | 18,000 | GATX | 58081 | 46,494 | 47,808 | 9-80 | 9-80 |
| 1 | DOT 111A100-W-1 | 18,000 | GATX | 58082 | 46,494 | 47,808 | 9-80 | 9-80 |
| 1 | DOT 111A100-W-1 | 18,000 | GATX | 58085 | 46,494 | 47,808 | 9-80 | 9-80 |
| 1 | DOT 111A100-W-1 | 18,000 | GATX | 58086 | 46,494 | 47,808 | 9-80 | 9-80 |
| 1 | DOT 111A100-W-1 | 18,000 | GATX | 58087 | 46,494 | 47,808 | 9-80 | 9-80 |
| 1 | DOT 111A100-W-1 | 18,000 | GATX | 58088 | 46,494 | 47,808 | 9-80 | 9-80 |
| 1 | DOT 111A100-W-1 | 18,000 | GATX | 58091 | 46,494 | 47,808 | 9-80 | 9-80 |
| 1 | DOT 111A100-W-1 | 12,500 | GATX | 69354 | 43,208 | 44,429 | 11-80 | 11-80 |
| 1 | DOT 111A100-W-1 | 12,500 | GATX | 69356 | 43,208 | 44,429 | 11-80 | 11-80 |
| 1 | DOT 111A100-W-1 | 12,500 | GATX | 69361 | 43,208 | 44,429 | 11-80 | 11-80 |
| 1 | DOT 111A100-W-1 | 12,500 | GATX | 69365 | 43,208 | 44,429 | 11-80 | 11-80 |
| 1 | DOT 111A100-W-1 | 12,500 | GATX | 69375 | 43,208 | 44,429 | 11-80 | 11-80 |
| 19 | | | | | 865,147 | 889,598 | | |