

**GATX**

GATX CORPORATION

No.

Date .....

Fee \$ .....

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

ICC Washington, D. C.

LAW DEPARTMENT

RECORDATION NO 13019-B FILED 1423

MAY 17 1989 - 10 15 AM

INTERSTATE COMMERCE COMMISSION

May 15, 1989

Secretary of the Interstate  
Commerce Commission  
Washington, DC 20006

9-137A013

RE: General American Transportation Corporation  
Equipment Trust Series 77

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 March 30, 1981, under Recordation No. 13019-B

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:

Manufacturers Hanover Trust Company  
459 West 33rd Street  
New York, NY 10001  
Attention: Mr. Neil Farina

General American Transportation Corporation  
120 South Riverside Plaza  
Chicago, IL 60606  
Attention: W. C. Andrews

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

MAY 17 10 09 AM '89  
MOTOR OPERATING UNIT

*Checked by Mary Ann O'Leary*

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 77

REGISTRATION NO. 13019-B FILED 1423

MAY 17 1989 -10 15 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF APRIL 25, 1989  
TO EQUIPMENT TRUST AGREEMENT DATED AS OF MARCH 15, 1981

BY AND BETWEEN

MANUFACTURERS HANOVER TRUST COMPANY, TRUSTEE

AND

GENERAL AMERICAN TRANSPORTATION CORPORATION

Supplemental Agreement dated as of April 25, 1989 by and between Manufacturers Hanover Trust Company, as Trustee, and General American Transportation Corporation, a New York corporation.

Whereas, the parties hereto entered into an Equipment Trust Agreement dated as of March 15, 1981 (the "Agreement") creating General American Transportation Corporation Equipment Trust, Series 77, which Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on March 30, 1981, Recordation No. 13019; 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.

MANUFACTURERS HANOVER TRUST COMPANY,  
TRUSTEE

By: \_\_\_\_\_

ASSISTANT VICE PRESIDENT

ATTEST:

Carly P. Baxter

Trust Officer

GENERAL AMERICAN TRANSPORTATION  
CORPORATION

By: \_\_\_\_\_

Vice President

ATTEST:

J. Malosso  
Assistant Secretary

STATE OF NEW YORK )

) ss.:

COUNTY OF New York)

On this 9 day of May, before me personally appeared W. B. DODGE, to me personally known, who, being by me duly sworn, says that he is ASSISTANT VICE PRESIDENT of Manufacturers Hanover 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.

Michael J. Kiely  
Notary Public

MICHAEL F. KIELY  
Notary Public, State of New York  
\* No. 414910115 \*  
\* Qualified In Queens County \*  
Certificate filed In New York County  
Commission Expires October 26, 1989

\* \* \* \* \*

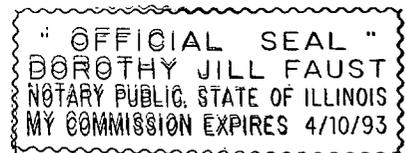
STATE OF ILLINOIS)

) ss.:

COUNTY OF COOK )

On April 25, 1989, before me personally appeared W. C. Andrews, to me personally known, who, being by me duly sworn, said that he is Vice President of General American Transportation 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 77  
CARS TO BE REMOVED

QUANTITY	CLASSIFICATION	CAPACITY IN GALLONS	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
2	Tank Cars DOT 111A100-W-1	12,500	GATX 53183, 53194.	\$35,108.00	\$38,135.00	\$ 76,270.00	5-1979	5-1979
1	Tank Car DOT 111A100-W-1	12,500	GATX 90555.	39,315.00	42,705.00	42,705.00	11-1979	11-1979
1	Tank Car DOT 111A100-W-1	16,000	GATX 11336.	41,825.00	41,309.00	41,309.00	1-1980	1-1980
1	Tank Car DOT 111A100-W-1	20,000	GATX 16530.	47,157.00	51,224.00	51,224.00	9-1979	9-1979
1	Tank Car DOT 111A100-W-1	20,000	GATX 66329.	36,879.00	40,059.00	40,059.00	4-1979	4-1979
1	Tank Car DOT 111A100-W-1	22,000	GATX 11623.	40,005.00	43,454.00	43,454.00	3-1979	3-1979
1	Tank Car DOT 111A100-W-1	26,000	GATX 11497.	38,947.00	42,305.00	42,305.00	7-1979	7-1979
1	Tank Car DOT 111A60-W-1	20,000	GATX 12744.	40,634.00	44,137.00	44,137.00	7-1979	7-1979
1	Tank Car DOT 111A60-W-1	22,000	GATX 16077.	41,287.00	44,847.00	44,847.00	8-1979	8-1979
1	Tank Car DOT 111A60-W-1	22,000	GATX 16752.	41,388.00	44,957.00	44,957.00	8-1979	8-1979
1	Tank Car DOT 111A60-W-1	22,000	GATX 16771.	41,094.00	44,638.00	44,638.00	8-1979	8-1979
1	Airslide Car LO	2,600 Cu.Ft.	GACX 48199.	32,782.00	37,497.00	37,497.00	3-1979	3-1979
2	Airslide Cars LO	2,600 Cu.Ft.	GACX 48219, 48220.	33,190.00	37,963.00	75,926.00	5-1979	5-1979

15

\$629,328.00

GENERAL AMERICAN TRANSPORTATION CORPORATION - SCHEDULE 11  
 EQUIPMENT TRUST - SERIES 77

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	18,000	GATX	22841	66,989	68,883	11-80	11-80
1	DOT 111A60-W-1	18,000	GATX	22842	66,989	68,883	11-80	11-80
1	DOT 111A60-W-1	18,000	GATX	22843	66,989	68,883	11-80	11-80
1	DOT 111A60-W-1	18,000	GATX	22844	66,989	68,883	11-80	11-80
1	DOT 111A60-W-1	18,000	GATX	22845	66,989	68,883	11-80	11-80
1	DOT 111A100-W-1	18,000	GATX	58051	46,703	48,023	11-80	11-80
1	DOT 111A100-W-1	18,000	GATX	58093	46,703	48,023	11-80	11-80
1	DOT 111A100-W-1	18,000	GATX	58096	46,703	48,023	11-80	11-80
1	DOT 111A100-W-1	18,000	GATX	58100	46,703	48,023	11-80	11-80
1	DOT 111A100-W-1	18,000	GATX	58101	46,703	48,023	11-80	11-80
1	DOT 111A100-W-1	18,000	GATX	58103	46,703	48,023	11-80	11-80
11					615,163	632,553		