

GATX

GATX CORPORATION

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

7-148A010

No. **8607**
Date
Fee \$ **10.00**
MAY 22 1987
LAW DEPARTMENT
RECORDATION NO. **8607-F**
MAY 28 1987 -9 35 AM
INTERSTATE COMMERCE COMMISSION

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

RE: General American Transportation Corporation
Equipment Trust Series 74

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 December 13, 1976 under Recordation No. 8607.

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:

Continental Illinois National Bank
& Trust Company of Chicago
30 N. La Salle Street
Chicago, IL 60697
Attention: Ron Thalheimer

General American Transportation Corporation
120 South Riverside Plaza
Chicago, IL 60606
Attention: James Moran

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

JMA/djw
3926D

James Moran
Paul E. Schull

MAY 28 9 24 AM '87
100-148A010

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 74

RECORDATION NO. *8607-F* Filed 1425

MAY 28 1987 -9 35 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF APRIL 15, 1987
TO EQUIPMENT TRUST AGREEMENT DATED AS OF DECEMBER 1, 1976

BY AND BETWEEN

CONTINENTAL ILLINOIS NATIONAL BANK AND
TRUST COMPANY OF CHICAGO, TRUSTEE

AND

GENERAL AMERICAN TRANSPORTATION CORPORATION

Supplemental Agreement dated as of April 15, 1987 by and between Continental Illinois National Bank and Trust Company of Chicago, as Trustee, and General American Transportation Corporation, a New York Corporation.

Whereas, the parties hereto entered into an Equipment Trust Agreement dated as of December 1, 1976 (the "Agreement") creating General American Transportation Corporation Equipment Trust, Series 74, which Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on December 13, 1976, Recordation No. 8607; and

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

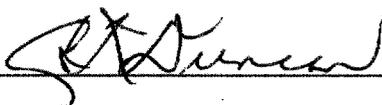
NOW, THEREFORE, the parties hereto agree that Schedule A to the Agreement is hereby amended by:

(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.

CONTINENTAL ILLINOIS NATIONAL BANK AND
TRUST COMPANY OF CHICAGO, TRUSTEE

By: 

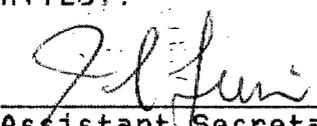
ATTEST:



GENERAL AMERICAN TRANSPORTATION
CORPORATION

By: 
James R. Moran

ATTEST:


Assistant Secretary

3780D

STATE OF _____)

) ss.:

COUNTY OF _____)

On this _____ day of _____, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is _____ of _____, that one of the seals affixed to the foregoing instrument is the corporate seal of said _____, that said instrument was signed and sealed on behalf of said _____ 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 bank.

Notary Public

* * * * *

STATE OF ILLINOIS)

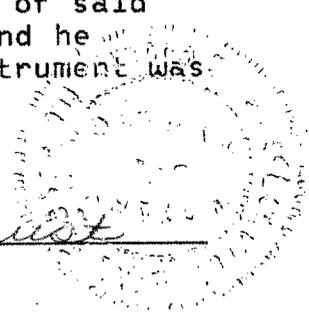
) ss.:

COUNTY OF COOK)

On this 4-15-87, before me personally appeared James R. Moran, to me personally known, who, being by me duly sworn, said that he is Senior Vice President of General American Transportation 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.

Dorothy Jean Faust

Notary Public



SCHEDULE I
 GENERAL AMERICAN TRANSPORTATION CORPORATION
 EQUIPMENT TRUST - SERIES 74
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	33,500	GATX 47950.	\$39,147.00	\$46,475.00	\$ 46,475.00	11-1976	11-1976
1	Tank Car DOT 105A300-W	33,500	GATX 48010.	38,774.00	46,032.00	46,032.00	12-1976	12-1976
1	Tank Car DOT 111A100-W-1	16,000	GATX 46799.	30,178.00	36,455.00	36,455.00	10-1975	10-1975
1	Tank Car DOT 111A60AL-W-1	22,700	GATX 47703.	63,214.00	75,047.00	75,047.00	10-1976	10-1976
1	Airslide Car LO	4,180 Cu.Ft.	GACX 47717.	30,750.00	39,768.00	39,768.00	12-1975	12-1975
5						\$ 243,777.00		

SCHEDULE II

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST - SERIES 74

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>
1	Tank Car DOT 105A500-W	17,300	GATX 20079.	\$49,019.00	\$50,083.00	\$ 50,083.00	9-1980	9-1980
1	Tank Car DOT 111A100-W-1	20,000	GATX 50595.	40,232.00	41,106.00	41,106.00	9-1980	9-1980
3	Airslide Cars LO	4,566 Cu.Ft.	GACX 48439-48441.	48,339.00	50,942.00	152,826.00	9-1980	9-1980
5						<u>\$ 244,015.00</u>		