

**GATX**

GATX CORPORATION

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

No. 8-217A044  
AUG 4 1988  
Date...  
Fee \$ 13.00  
ICC Washington, D. C.

LAW DEPARTMENT

August 3, 1988

Secretary of the Interstate  
Commerce Commission  
Washington DC 20006

RECORDED BY 15214-C  
FILED 1988

AUG 4 1988 - 1 42 PM

Re: General American Transportation Corporation  
Financing No. 87-1

INTERSTATE COMMERCE COMMISSION

Gentlemen:

Enclosed herewith are ten (10) signed copies of Amendment No. 3 dated as of June 20, 1988, together with our check for \$13.00 to cover the filing and recordation fees. The Amendment reflects a change in the identifying marks for certain Items of Equipment described therein.

The Security Agreement Trust Deed was first recorded in the office of the Secretary of the Interstate Commerce Commission on April 23, 1987 under Recordation No. 15214 and was amended by Amendment Nos. 1 and 2 recorded on May 22, 1987 and November 19, 1987 and given Recordation Nos. 15214-A and 15214-B, respectively.

The Equipment referred to in the enclosed consists of cars described in the aforementioned Equipment Lease (primarily railroad cars of various AAR, DOT and ICC classifications) and the road numbers of such cars are listed in said Lease.

The names and addresses of the parties referred to in said agreements are:

Wilmington Trust Company  
Rodney Square North  
Wilmington, Delaware 19890  
Attention: Corporate Trust Administration

Mercantile-Safe Deposit and Trust Company  
Two Hopkins Plaza  
P.O. Box 2258  
Baltimore, Maryland  
Attention: Corporate Trust Department

ICC OFFICE OF  
THE SECRETARY  
AUG 4 12 51 PM '88  
MOTOR OPERATING UNIT

If you have any questions, feel free to call me at (312) 621-6588.

Very truly yours,

*Bronna L. Wasserman*

Bronna L. Wasserman

BLW:bn

*Countersigned Paul E. Schell*

**Interstate Commerce Commission**  
Washington, D.C. 20423

8/4/88

OFFICE OF THE SECRETARY

Bronna I. Wasserman  
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 8/4/88 at 1:00pm, and assigned recordation number(s). 15213-C & 15214-C

Sincerely yours,

*Nesta R. McLee*  
Secretary

Enclosure(s)

AMENDMENT NO. 3 TO SECURITY AGREEMENT TRUST DEED

GATC TRUST NO. 87-1

RECORDED BY 15214-C  
AUG 4 1988-1 00 PM  
INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT NO. 3 dated as of June 20, 1988 TO SECURITY AGREEMENT-TRUST DEED is between WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity, but solely as trustee (the "Debtor") under the Trust Agreement dated as of April 1, 1987, for the benefit of CHRYSLER CAPITAL CORPORATION, a Delaware corporation (the "Trustor"), Debtor's post office address being Rodney Square North, Wilmington, Delaware 19890, and MERCHANTILE-SAFE DEPOSIT AND TRUST COMPANY (the "Secured Party"), whose post office address is Two Hopkins Plaza, P. O. Box 2258, Baltimore, Maryland 21203.

R E C I T A L S:

A. The Debtor and the Secured party have entered into a Security Agreement-Trust Deed dated as of April 1, 1987, as amended by Amendment No. 1 dated as of April 23, 1987 and Amendment No. 2 dated as of October 26, 1987 (as so amended, the "Security Agreement"). The terms used herein are used with the meanings specified in the Security Agreement.

B. Said Security Agreement-Trust Deed and Amendments No. 1 and 2 thereto were filed with the Interstate Commerce Commission on April 23, 1987, May 22, 1987 and November 19, 1987 respectively and were given Recordation Nos. 15214, 15214-A and 15214-B, respectively.

NOW THEREFORE, the parties agree as follows:

1. Items of Equipment originally identified in the Security Agreement as possessing the identifying marks and numbers (all numbers inclusive) listed in the "From" column in Appendix No. 1 attached hereto will have or have had the identifying marks thereof changed to those identifying marks and numbers (all numbers inclusive) listed in the "To" column in said Appendix No. 1. In order to reflect those changes, Schedule 1 to the Security Agreement is hereby amended to read in full as set forth in Appendix No. 2 attached hereto.

2. This Amendment No. 3 may be executed in several counterparts, each of which so executed shall be deemed to be an original and in each case such counterparts shall constitute but one and the same instrument.

3. Except as amended hereby, the Security Agreement is ratified and confirmed in all respects.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment No. 3 to the Security Agreement to be executed by their respective officers thereunder duly authorized as of the day and year first above written.

[Corporate Seal]

ATTEST:

By \_\_\_\_\_

Its Assistant Secretary

WILMINGTON TRUST COMPANY,  
not individually but  
solely as trustee under  
GATC Trust No. 87-1

By \_\_\_\_\_

Its Vice President

[Corporate Seal]

ATTEST:

By \_\_\_\_\_

Its \_\_\_\_\_

MERCANTILE-SAFE DEPOSIT  
AND TRUST COMPANY, AS  
SECURITY TRUSTEE

By \_\_\_\_\_

Its \_\_\_\_\_

1. Items of Equipment originally identified in the Security Agreement as possessing the identifying marks and numbers (all numbers inclusive) listed in the "From" column in Appendix No. 1 attached hereto will have or have had the identifying marks thereof changed to those identifying marks and numbers (all numbers inclusive) listed in the "To" column in said Appendix No. 1. In order to reflect those changes, Schedule 1 to the Security Agreement is hereby amended to read in full as set forth in Appendix No. 2 attached hereto.

2. This Amendment No. 3 may be executed in several counterparts, each of which so executed shall be deemed to be an original and in each case such counterparts shall constitute but one and the same instrument.

3. Except as amended hereby, the Security Agreement is ratified and confirmed in all respects.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment No. 3 to the Security Agreement to be executed by their respective officers thereunder duly authorized as of the day and year first above written.

[Corporate Seal]

ATTEST:

By \_\_\_\_\_

Its \_\_\_\_\_

WILMINGTON TRUST COMPANY,  
not individually but  
solely as trustee under  
GATC Trust No. 87-1

By \_\_\_\_\_

Its \_\_\_\_\_

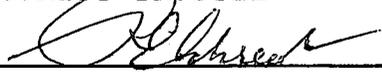
[Corporate Seal]

ATTEST:

By 

Its \_\_\_\_\_  
CORPORATE TRUST OFFICER

MERCANTILE-SAFE DEPOSIT  
AND TRUST COMPANY, AS  
SECURITY TRUSTEE

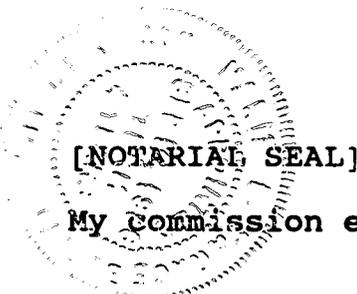
By 

Its \_\_\_\_\_  
VICE PRESIDENT

STATE OF Delaware )  
 ) SS  
COUNTY OF New Castle )

On this 30<sup>th</sup> day of June, 1988, before me personally appeared Clark H. Woolley and Arden M. Knott, to me personally known, who being by me duly sworn, says that they are the Vice President and Assistant Secretary of WILMINGTON TRUST COMPANY, 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 they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Marion E. J... ..*  
Notary Public



[NOTARIAL SEAL]

My commission expires: 9/10/90

STATE OF \_\_\_\_\_ )  
 ) SS  
COUNTY OF \_\_\_\_\_ )

On this \_\_\_\_ day of \_\_\_\_\_, 1988, before me personally appeared \_\_\_\_\_ and \_\_\_\_\_, to me personally known, who being by me duly sworn, says that they are the \_\_\_\_\_ and \_\_\_\_\_ of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, 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 they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[NOTARIAL SEAL]

My commission expires: \_\_\_\_\_



Substitution of New Identification Marks  
Description of Items of Equipment  
87-1

<u>Original Building Order</u>	<u>Identifying Marks and Numbers Changed</u>		<u>Number of Cars</u>	<u>Description</u>	<u>Basic Group</u>
	<u>From</u>	<u>To</u>			
10011	GACX 56493-56520	ATW 56493-56520	28	L.O. Airslides 4,900 Cu. Ft. Flour Starch	L
10011	GACX 56521-56525	GTW 316050-316054	5	L.O. Airslides 4,000 Cu. Ft. Flour Starch	L

GENERAL AMERICAN TRANSPORTATION CORPORATION

<u>Building Order</u>	<u>Identifying Marks and Numbers</u>	<u>1987-1</u>		<u>Basic Group</u>	<u>Purchase Price Each</u>	<u>Total Purchase Price</u>
		<u>Number of Cars</u>	<u>Description</u>			
Tax <u>Tanks - Group 1</u>						
11082*	GATX 44782 - 44796	15	DOT 112S400W 23,800 Gal. Anhydrous Hydrofloric Acid	C	\$ 61,263	\$ 918,945
Tax <u>Tanks - Group 3</u>						
11097	GATX 17899 - 17921	23	DOT 111A100W-1 25,800 Gal. Paraxylene	A	41,964	965,172
11098	GATX 20087 - 20091	5	DOT 105J300W 20,500 Gal. Metallic Sodium	C	68,688	343,440
11104	GATX 5574, 5575	2	DOT 111A100W-1 10,800 Gal. 50% Caustic Soda	E	40,300	80,600
11105	GATX 68801 - 68814 68816 - 68859	58	DOT 105J500W 17,368 Gal. 90-Ton Chlorine	C	52,847	3,065,126
11106	GATX 26388 - 26431	44	DOT 105A300W/J100W 25,600 Gal. Ethylene Oxide/Vinyl Chloride	C	54,941	2,417,404
11108	GATX 65661 - 65685	25	DOT 111A100W-1 14,150 Gal. Clay Slurry	F	47,486	1,187,150

\* ITC Cars

SCHEDULE 1  
(to Security Agreement - Trust Deed)

GENERAL AMERICAN TRANSPORTATION CORPORATION1987-1

<u>Building Order</u>	<u>Identifying Marks and Numbers</u>	<u>Number of Cars</u>	<u>Description</u>	<u>Basic Group</u>	<u>Purchase Price Each</u>	<u>Total Purchase Price</u>
<u>Tanks - Group 3</u>						
11109	GATX 28351 - 28354	4	DOT 111A100W-1 23,150 Gal. Stearic Acid	K	\$ 47,487	\$ 189,948
11112	GATX 66358 - 66382	25	DOT 111A100W-1 26,000 Gal. Toulene	A	37,908	947,700
11113	GATX 28355 - 28370	16	DOT 111A100W-1 23,150 Gal. Aromatics	A	44,328	709,248
11114	GATX 28371 - 28380	10	DOT 111A100W-1 23,150 Gal. General Service	A	44,328	443,280
11118	GATX 30297 - 30300	4	DOT 111A100W-1 29,200 Gal. Alcohol	A	40,039	160,156
11119	GATX 30051 - 30055	5	DOT 111A100W-1 14,150 Gal. Clay Slurry	F	42,940	214,700
11121	GATX 30056 - 30059	4	DOT 111A100W-1 14,150 Gal. Limestone Slurry	F	42,947	171,788
11130	GATX 30060 - 30065 30068 30070	6 1 1	DOT 111A100W-1 14,150 Gal. Titanium Dioxide Slurry	F	43,390	347,120
10012 11133	GATX 30077 - 30090	14	DOT 111A100W-1 14,150 Gal. Clay	F	40,243	563,402

\* ITC Cars

GENERAL AMERICAN TRANSPORTATION CORPORATION1987-1

<u>Building Order</u>	<u>Identifying Marks and Numbers</u>	<u>Number of Cars</u>	<u>Description</u>	<u>Basic Group</u>	<u>Purchase Price Each</u>	<u>Total Purchase Price</u>
<u>Tanks - Group 3</u>						
11125	GATX 34306	1	DOT 111A100W-1 20,000 Gal. Vegetable Oil	A	\$ 43,712	\$ 43,712
11128	GATX 34307 - 34310	4	DOT 111A100W-1 20,000 Gal. Ammonium Thiosulfate	A	47,228	188,912
11136	GATX 34311 - 34335	25	DOT 111A100W-1 20,000 Gal. Refined Vegetable Oil	A	43,621	1,090,525
10016 (11116) (11117) (11139) (11141)	GATX 28381, 28382 28383 - 28392 28404 28405 - 28416 28418 - 28420	2 10 1 15	DOT 111A100W-1 23,150 Gal. Various General Service	A	44,310 48,178 44,956 44,394	88,620 481,780 44,956 665,910
TOTAL TANKS GROUP 3		<u>305</u>				<u>14,410,649</u>
TOTAL TANKS GROUP 1&3		<u>320</u>				<u>\$15,329,594</u>

\* ITC Cars

GENERAL AMERICAN TRANSPORTATION CORPORATION1987-1

<u>Building Order</u>	<u>Identifying Marks and Numbers</u>	<u>Number of Cars</u>	<u>Description</u>	<u>Basic Group</u>	<u>Purchase Price Each</u>	<u>Total Purchase Price</u>
<u>Freight - Group 2</u>						
10011* (11144)	GACX 56486 - 56492 56526-56535	17	L.O. Airslide 4,900 Cu. Ft. Starch Flour	L	\$ 61,725	\$1,049,325
10011*	ATW 56493-56520	28	L.O. Airslide 4,900 Cu. Ft. Starch Flour	L	61,725	1,728,300
10011*	GTW 316050-316054	5	L.O. Airslide 4,900 Cu. Ft. Starch Flour	L	61,725	308,625
<u>Freight - Group 3</u>						
11134	GACX 72815 - 72836	22	Covered Hopper 5,850 Cu. Ft. Plastic Pellets	P	48,847	1,074,634
11124	GACX 72770 - 72814	45	Covered Hopper 5,850 Cu. Ft. Plastic Pellets	P	45,306	2,038,770
TOTAL FREIGHT-GROUP 3		<u>67</u>				<u>3,113,404</u>
TOTAL FREIGHT-GROUP 2&3		<u>117</u>				<u>6,199,654</u>
TOTAL TANK & FREIGHT		<u>437</u>				<u>\$21,529,248</u>

\* ITC Cars