



GATX CORPORATION

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

7145-18
RECORDATION NO. 7145-18 FILE 1400

LAW DEPARTMENT

MAY 17 1988 - 10 13 AM
INTERSTATE COMMERCE COMMISSION

May 13, 1988

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

8-138A040

MAY 17 1988

RE: General American Transportation Corporation
Equipment Trust Series 70

Fee \$13.00

ICC Washington, D.C.

Gentlemen:

Enclosed herewith are five (5) signed copies of a Supplemental Agreement dated as of April 28, 1988, 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 August 31, 1973, under Recordation No. 7145.

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 and
Trust Company of Chicago
30 South LaSalle Street
Chicago, IL 60693
Attention: Ms. Katherine Cokic

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

Enc.
jma/djw

Handwritten notes on the left margin, including a signature and some illegible text.

Interstate Commerce Commission
Washington, D.C. 20423

5/17/88

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 5/17/88 at 10:15am, and assigned rec-
ordation number(s). 7145-G

Sincerely yours,

Nerita R. McGee
Secretary

Enclosure(s)

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 70

RECORDATION NO.

7145-14

Filed 1988

MAY 17 1988 - 10 15 AM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF APRIL 28, 1988
TO EQUIPMENT TRUST AGREEMENT DATED AS OF AUGUST 15, 1973

BY AND BETWEEN

CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY

OF CHICAGO, TRUSTEE

AND

GATX CORPORATION

(FORMERLY KNOWN AS GENERAL AMERICAN TRANSPORTATION CORPORATION)

Supplemental Agreement dated as of April 28, 1988 by and between Continental Illinois National Bank and Trust Company of Chicago, 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 August 15, 1973 (the "Agreement") creating General American Transportation Corporation Equipment Trust, Series 70, which Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 11303 (formerly Section 20c) of the Interstate Commerce Act on August 31, 1973, Recordation No. 7145; and

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

NOW, THEREFORE, the parties hereto agree that Schedule I 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 28, 1988.

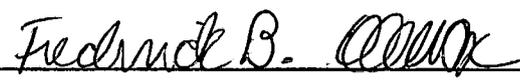
CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO,
TRUSTEE

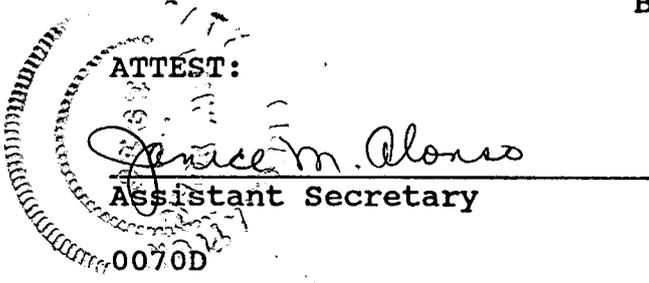
By: 



ATTEST:
George A. Kenna

GATX CORPORATION
(FORMERLY KNOWN AS GENERAL AMERICAN
TRANSPORTATION CORPORATION)

By: 



ATTEST:
Fredrick B. Alonzo
Assistant Secretary
0070D

STATE OF Illinois)

) ss.:

COUNTY OF COOK)

On this 4th day of MAY 1988, before me personally appeared C. K. DUNCAN, to me personally known, who, being by me duly sworn, says that she is Second Vice President of Continental Illinois National Bank and Trust Company of Chicago, 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.

V. Way
Notary Public
My Commission Expires July 31, 1988

* * * * *

STATE OF ILLINOIS)

) ss.:

COUNTY OF COOK)

On this 28th day of April, 1988 before me personally appeared F. B. Ollett, 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.

Barothy Jean Faust
Notary Public

SCHEDULE I
 GENERAL AMERICAN TRANSPORTATION CORPORATION
 EQUIPMENT TRUST - SERIES 70
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>
1 Tank Car	DOT 105A100-W	25,200	GATX 50565.	\$22,583.00	\$ 9,033.00	\$ 9,033.00	1-1973	1-1973
2 Tank Cars	DOT 105A500-W	17,300	GATX 22221, 22223.	21,967.00	9,665.00	19,330.00	3-1973	3-1973
1 Tank Car	DOT 105A500-W	17,300	GATX 28186.	21,847.00	8,738.00	8,738.00	7-1972	7-1972
1 Tank Car	DOT 111A100-W-1	16,000	GATX 16467.	20,473.00	8,189.00	8,189.00	7-1972	7-1972
1 Tank Car	DOT 111A100-W-1	20,000	GATX 13866.	17,305.00	6,922.00	6,922.00	11-1972	11-1972
1 Tank Car	DOT 111A100-W-1	20,000	GATX 14060.	17,876.00	7,150.00	7,150.00	10-1972	10-1972
1 Tank Car	DOT 111A100-W-1	20,000	GATX 27107.	16,508.00	6,603.00	6,603.00	8-1972	8-1972
1 Tank Car	DOT 111A100-W-1	20,000	GATX 41775.	16,901.00	6,760.00	6,760.00	9-1972	9-1972
1 Tank Car	DOT 111A100-W-1	30,000	GATX 12392.	18,115.00	7,246.00	7,246.00	9-1972	9-1972
1 Tank Car	DOT 111A60-W-1	20,000	GATX 42582.	23,804.00	10,473.00	10,473.00	3-1973	3-1973
4 Hopper Cars	HTS	3,850 Cu.Ft.	GGPX 71227-71229, 71231.	21,821.00	8,728.00	34,912.00	7-1972	7-1972
						\$125,356.00		

SCHEDULE II

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST - SERIES 70

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 111A60-W-1	20,000	GATX 23376.	\$45,194.00	\$32,540.00	\$ 32,540.00	9-1980	9-1980
3 Tank Cars	DOT 111A100-W-1	12,500	GATX 69351, 69353, 69355.	42,999.00	30,960.00	92,880.00	9-1980	9-1980
						<u>\$125,420.00</u>		