



2-147A006

GATX CORPORATION
120 SOUTH RIVERSIDE PL
CHICAGO, IL 60606-3998
312-621-6200
FAX 312-621-6646

LAW DEPARTMENT

May 18, 1992

RECORDED NO. 7145-9
FILED 145

MAY 26 1992 -9 55 AM

INTERSTATE COMMERCE COMMISSION

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

RE: General American Transportation Corporation
Equipment Trust Series 70

Gentlemen:

Enclosed herewith are three signed copies of a Supplemental Agreement dated as of April 27, 1992, deleting a portion of the railroad cars covered by the above Trust Agreement, together with our check for \$16.00 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:

The Bank of New York
101 Barclay Street
New York, NY 10286
Attention: Lucille Firrincieli

GATX Corporation
120 South Riverside Plaza
Chicago, IL 60606
Attention: E. Paul Dunn, Jr.

MAY 26 9 50 AM '92

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

[Handwritten mark]

5/26/92

Interstate Commerce Commission
Washington, D.C. 20423

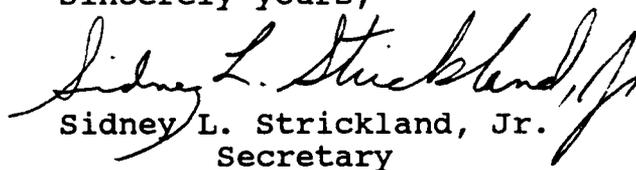
OFFICE OF THE SECRETARY

Janice M. Alonso
Assistant Secretary
GATX Corporation
120 South Riverside Plaza
Chicago, IL 60606-3998

Dear Ms. Alonso:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/26/92 at 9:55am , and assigned recordation number(s). 7145-J

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

REGISTRATION NO. 7145-8
MAY 26 1992 -9 55 AM
INTERSTATE COMMERCE COMMISSION

GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST, SERIES 70

SUPPLEMENTAL AGREEMENT DATED AS OF APRIL 27, 1992
TO EQUIPMENT TRUST AGREEMENT DATED AS OF AUGUST 15, 1973

BY AND BETWEEN
THE BANK OF NEW YORK, TRUSTEE
AND
GATX CORPORATION
(FORMERLY KNOWN AS GENERAL AMERICAN TRANSPORTATION CORPORATION)

Supplemental Agreement dated as of April 27, 1992 by and between The Bank of New York, 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 A to the Agreement;

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

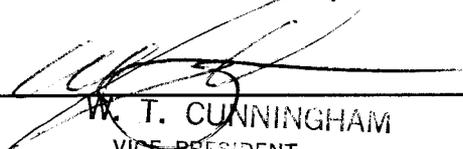
(a) deleting therefrom the units of Trust Equipment described in Schedule I attached hereto, and

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

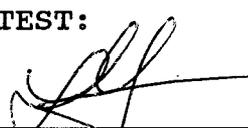
IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of April 27, 1992.

THE BANK OF NEW YORK, TRUSTEE

By: _____


W. T. CUNNINGHAM
VICE-PRESIDENT

ATTEST:

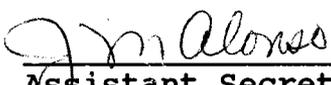


LUCILLE FIRRINDIEU
ASSISTANT TREASURER

GATX CORPORATION
(FORMERLY KNOWN AS GENERAL AMERICAN
TRANSPORTATION CORPORATION)

By: _____

ATTEST:



Assistant Secretary

SCHEDULE 1
 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 105A500-W	17,300	GATX 22207.	\$21,967.00	\$ 5,272.00	\$ 5,272.00	2-1973	2-1973
1 Tank Car	DOT 105A500-W	17,300	GATX 22218.	21,967.00	6,150.00	6,150.00	3-1973	3-1973
1 Tank Car	DOT 111A100-W-1	8,000	GATX 42522.	16,951.00	4,068.00	4,068.00	2-1973	2-1973
1 Tank Car	DOT 111A100-W-1	20,000	GATX 14062.	17,876.00	4,290.00	4,290.00	10-1972	10-1972
2 Tank Cars	DOT 111A100-W-1	20,000	GATX 27106, 27114.	16,508.00	3,961.00	7,922.00	8-1972	8-1972
1 Tank Car	DOT 111A100-W-1	20,000	GATX 41772.	16,901.00	4,056.00	4,056.00	9-1972	9-1972
1 Tank Car	DOT 111A100-W-1	22,000	GATX 13728.	20,269.00	4,864.00	4,864.00	2-1973	2-1973
1 Tank Car	DOT 111A60-W-1	22,000	GATX 42032.	21,035.00	5,048.00	5,048.00	9-1972	9-1972
2 Tank Cars	DOT 112A340-W	26,000	GATX 13106, 13108.	19,434.00	4,664.00	9,328.00	10-1972	10-1972
1 Tank Car	DOT 112A340-W	31,800	GATX 55582.	24,118.00	1,929.00	1,929.00	12-1968	6-1976
1 Airslide Car	LO	4,180 Cu.Ft.	GACX 46659.	20,212.00	4,850.00	4,850.00	10-1972	10-1972
1 Airslide Car	LO	4,180 Cu.Ft.	MILW 109938.	21,289.00	5,109.00	5,109.00	2-1973	2-1973
5 Hopper Cars	HTS	4,040 Cu.Ft.	GAUX 73000, 73003, 73004, 73006, 73009.	21,519.00	6,025.00	30,125.00	3-1973	3-1973
1 Hopper Car	HTS	3,850 Cu.Ft.	GGPX 71234.	21,498.00	6,019.00	6,019.00	3-1973	3-1973
						<u>\$ 99,030.00</u>		

SCHEDULE 11
 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>
4 Tank Cars	DOT 111A60-W-1	23,500	GATX 56366-56369.	\$44,349.00	\$24,835.00	\$99,340.00	4-1980	4-1980
<u>4</u>						<u>\$99,340.00</u>		