

GATX

1-140A002

GATX CORPORATION

120 SOUTH RIVERSIDE PLAZA
CHICAGO, IL 60606-3998
312-621-6200
FAX 312-621-6646

LAW DEPARTMENT

May 13, 1991

Secretary of the Interstate
Commerce Commission
Washington, DC 20006

RECORDATION NO. 6322-N FILED 1423

MAY 20 1991 - 9 45 AM

RE: General American Transportation Corporation
Equipment Trust Series 68

INTERSTATE COMMERCE COMMISSION

Gentlemen:

Enclosed herewith are three signed copies of a Supplemental Agreement dated as of May 1, 1991, deleting a portion of the railroad cars covered by the above Trust Agreement, together with our check for \$15.00 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 September 15, 1971, under Recordation No. 6322.-N

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
(formerly Irving Trust Company)
101 Barclay Street
New York, NY 10286
Attention: Lucille Firrincieli

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

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

Received by May R. Carter

FILED
MAY 20 1991
9 45 AM

Interstate Commerce Commission
Washington, D.C. 20423

5/20/91

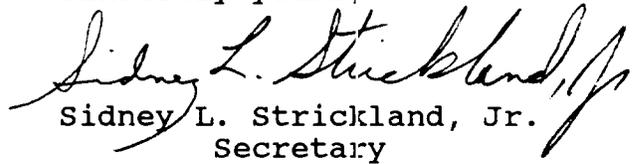
OFFICE OF THE SECRETARY

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 5/20/91 at 9:45am, and assigned recordation number(s). 6322-N,8100-J,8607-I

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 68

REGISTRATION NO. 2322-N FILED 1991

MAY 20 1991 -9 45 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF MAY 1, 1991
TO EQUIPMENT TRUST AGREEMENT DATED AS OF SEPTEMBER 15, 1971

BY AND BETWEEN

THE BANK OF NEW YORK

(FORMERLY IRVING TRUST COMPANY), TRUSTEE

AND

GATX CORPORATION

(FORMERLY KNOWN AS GENERAL AMERICAN TRANSPORTATION CORPORATION)

Supplemental Agreement dated as of May 1, 1991 by and between The Bank of New York (formerly Irving Trust Company), 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 September 15, 1971 (the "Agreement") creating General American Transportation Corporation Equipment Trust, Series 68, which Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on September 23, 1971, Recordation No. 6322; 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 May 1, 1991.

THE BANK OF NEW YORK
(formerly Irving Trust Company),
TRUSTEE

By: _____

VICE PRESIDENT

ATTEST:



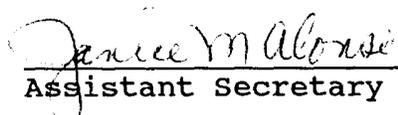
ASSISTANT TREASURER

GATX CORPORATION
(FORMERLY KNOWN AS GENERAL AMERICAN
TRANSPORTATION CORPORATION)

By: _____

E. Paul Dunn, Jr.
Treasurer

ATTEST:



Assistant Secretary

STATE OF NEW YORK)

) ss.:

COUNTY OF New York)

On this 7th day of May, before me personally appeared W. T. CUNNINGHAM, to me personally known, who, being by me duly sworn, says that he is VICE PRESIDENT of The Bank of New York (formerly Irving 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.

LYONLE B. DIACIEMI
Notary Public, State of New York
125-41-2100
City of New York County
Certificate filed in New York County
Commission Expires October 31, 1991

Lionel Diaciami
Notary Public

* * * * *

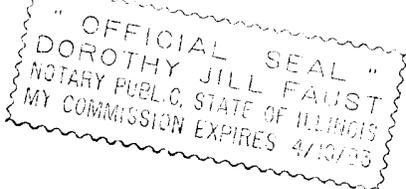
STATE OF ILLINOIS)

) ss.:

COUNTY OF COOK)

On May 1, 1991, before me personally appeared E. Paul Dunn, Jr., 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.

Dorothy Jill Faust
Notary Public



SCHEDULE I
 GENERAL AMERICAN TRANSPORTATION CORPORATION
 EQUIPMENT TRUST - SERIES 68
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 105A100-W	11,000	GATX 84627.	\$15,537.00	\$ 7,871.00	\$ 7,871.00	3-1961	3-1961
1 Tank Car	DOT 111A100-W-1	12,500	GATX 57503.	18,453.00	22,498.00	22,498.00	11-1970	11-1970
1 Tank Car	DOT 111A100-W-1	12,500	GATX 57506.	18,453.00	22,498.00	22,498.00	12-1970	12-1970
1 Tank Car	DOT 111A100-W-1	26,000	GATX 13410.	18,042.00	22,320.00	22,320.00	4-1971	4-1971
1 Tank Car	DOT 111A100-W-1	26,000	GATX 27880.	18,132.00	22,431.00	22,431.00	3-1971	3-1971
1 Tank Car	DOT 111A100-W-1	30,000	GATX 98865.	16,090.00	15,840.00	15,840.00	1-1967	1-1967
1 Tank Car	DOT 111A100-W-2	12,500	GATX 56217.	14,233.00	17,352.00	17,352.00	9-1970	9-1970
1 Tank Car	DOT 111A100-W-2	12,500	GATX 59685.	14,144.00	16,276.00	16,276.00	2-1971	2-1971
1 Tank Car	DOT 111A60-W-1	20,000	GATX 52787.	19,614.00	24,264.00	24,264.00	5-1971	5-1971
1 Tank Car	DOT 111A60-W-1	22,000	GATX 41138.	19,399.00	23,998.00	23,998.00	8-1971	8-1971
2 Tank Cars	DOT 111A60AL-W-1	10,000	GATX 70816, 70840.	14,975.00	615.00	1,230.00	7-1957	7-1957
2 Tank Cars	DOT 111A60AL-W-1	10,000	GATX 70846, 70851.	14,975.00	615.00	1,230.00	8-1957	8-1957
3 Tank Cars	DOT 111A60AL-W-1	10,000	GATX 70860, 70862, 70864.	14,975.00	615.00	1,845.00	9-1957	9-1957
2 Tank Cars	DOT 111A60AL-W-1	10,000	GATX 70873, 70879.	14,975.00	615.00	1,230.00	10-1957	10-1957
2 Tank Cars	DOT 111A60AL-W-1	10,000	GATX 70889, 70891.	14,975.00	615.00	1,230.00	11-1957	11-1957

SCHEDULE I
 GENERAL AMERICAN TRANSPORTATION CORPORATION
 EQUIPMENT TRUST - SERIES 68
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 112A340-W	33,500	GATX 40826.	\$18,917.00	\$23,063.00	\$ 23,063.00	9-1970	9-1970
1	Tank Car DOT 115A60-W-1	20,000	GATX 99795.	37,987.00	37,397.00	37,397.00	1-1967	1-1967
1	Tank Car ICC 105A300-W	11,200	GATX 97013.	17,744.00	17,468.00	17,468.00	1-1967	1-1967
2	Airslide Cars LO	3,660 Cu.Ft.	GACX 43945, 43950.	12,516.00	8,749.00	17,498.00	1-1959	1-1959
1	Airslide Car LO	4,180 Cu.Ft.	GACX 46540.	18,094.00	26,803.00	26,803.00	11-1970	11-1970
1	Airslide Car LO	4,180 Cu.Ft.	GACX 47271.	18,361.00	27,030.00	27,080.00	3-1971	3-1971
1	Airslide Car LO	4,180 Cu.Ft.	GACX 47287.	18,702.00	27,532.00	27,532.00	5-1971	5-1971
1	Hopper Car HTS	3,850 Cu.Ft.	GPX 70087.	20,102.00	17,155.00	17,155.00	7-1970	7-1970
1	Hopper Car HTS	3,850 Cu.Ft.	GPX 71059.	20,771.00	18,883.00	18,883.00	6-1971	6-1971
13	Damage Free Cars RBL	4,972 Cu.Ft.	GARX 55550, 55552-55558, 55560-55564.	21,425.00	31,737.00	412,581.00	7-1970	7-1970

44

\$827,523.00

SCHEDULE 11
 GENERAL AMERICAN TRANSPORTATION CORPORATION
 EQUIPMENT TRUST - SERIES 68
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>
2 Tank Cars	DOT 111A100-W-1	23,500	GATX 23642, 23643.	\$54,130.00	\$52,152.00	\$104,304.00	1-1980	1-1980
2 Tank Cars	DOT 111A60-W-1	22,000	GATX 23467, 23469.	46,913.00	47,222.00	94,444.00	11-1980	11-1980
12 Tank Cars	DOT 111A100-W-1	20,000	GATX 36527-36535, 36537-36539.	44,622.00	44,916.00	538,992.00	11-1980	11-1980
1 Tank Car	U01 111A100-W-1	22,000	GATX 66435.	47,293.00	47,604.00	47,604.00	11-1980	11-1980
1 Tank Car	DOT 111A100-W-1	12,500	GATX 69395.	43,208.00	43,493.00	43,493.00	11-1980	11-1980
<u>18</u>						<u>\$828,837.00</u>		