

GATX

9-038A002

GATX CORPORATION

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

LAW DEPARTMENT

8607 F
RECORDED BY _____ FILED _____

FEB 7 1989 8 30 AM

INTERSTATE COMMERCE COMMISSION

9-038A002

January 30, 1989

Secretary of the Interstate
Commerce Commission
Washington, DC 20006

RE: General American Transportation Corporation
Equipment Trust Series 74

Gentlemen:

Enclosed herewith are five (5) signed copies of a Supplemental Agreement dated as of November 18, 1988, deleting a portion of the railroad cars covered by the above Trust Agreement, together with our check for \$13.00 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:F

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: Russell Bergman

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

*Continental
Mary A. Oster*

Interstate Commerce Commission
Washington, D.C. 20423

2/7/89

OFFICE OF THE SECRETARY

Janice M. Alonso
Asst. Secretary
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 2/7/89 at 8:30am, and assigned recordation number(s). 8607-F

Sincerely yours,

Nesta L. McLee

Secretary

Enclosure(s)

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 74

RECORDATION NO. 8607-F FILED 1988

FEB 7 1988 - 8 30 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF NOVEMBER 18, 1988
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 November 18, 1988 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 November 18, 1988.

CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, TRUSTEE

By: Robert J. Donahue
Robert J. Donahue
VICE PRESIDENT

ATTEST:

Angela B. Lewis

GENERAL AMERICAN TRANSPORTATION CORPORATION

By: James R. Moran
James R. Moran

ATTEST:

Assistant Secretary
Assistant Secretary

STATE OF ILLINOIS)

) ss.:

COUNTY OF COOK)

On this 24th day of JANUARY 1989, before me personally appeared Robert J. Donahue, to me personally known, who, being by me duly sworn, says that he is VICE PRESIDENT of Continental Bank, National Association, 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 bank.



V. Washington
Notary Public

* * * * *

STATE OF ILLINOIS)

) ss.:

COUNTY OF COOK)

On this 11/18/88, 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.

Marilyn Jill 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 105A500-W	17,300	GATX 46554.	\$34,853.00	\$39,565.00	\$ 39,565.00	9-1975	9-1975
1 Tank Car	DOT 105A500-W	17,300	GATX 46573.	34,853.00	39,565.00	39,565.00	10-1975	10-1975
1 Tank Car	DOT 111A100-W-1	16,000	GATX 47400.	34,465.00	39,124.00	39,124.00	10-1975	10-1975
3 Tank Cars	DOT 111A100-W-1	16,000	GATX 47415, 47434, 47464.	31,110.00	34,863.00	104,589.00	4-1976	4-1976
1 Tank Car	DOT 111A100-W-1	16,000	GATX 47421.	31,110.00	34,863.00	34,863.00	3-1976	3-1976
1 Tank Car	DOT 111A100-W-1	16,000	GATX 47478.	31,110.00	34,863.00	34,863.00	5-1976	5-1976
2 Tank Cars	DOT 111A100-W-1	16,000	GATX 47483, 47488.	31,110.00	34,863.00	69,726.00	6-1976	6-1976
1 Tank Car	DOT 111A100-W-1	16,000	GATX 47493.	31,110.00	34,863.00	34,863.00	7-1976	7-1976
1 Tank Car	DOT 111A100-W-1	26,000	GATX 12317.	29,537.00	33,100.00	33,100.00	7-1976	7-1976
1 Tank Car	DOT 111A60-W-1	20,800	GATX 11820.	33,856.00	39,718.00	39,718.00	12-1976	12-1976
1 Hopper Car	HTS	3,850 Cu.Ft.	GGPX 76036.	34,465.00	34,277.00	34,277.00	5-1976	5-1976

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\$504,253.00

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>
7	Tank Cars DOT 111A100-W-1	18,000	GATX 58068-58074.	\$46,494.00	\$45,441.00	\$318,087.00	9-1980	9-1980
1	Airslide Car L0	4,180 Cu.Ft.	GACX 48507.	45,449.00	46,431.00	46,431.00	9-1980	9-1980
3	Airslide Cars L0	4,180 Cu.Ft.	GACX 48522-48524.	45,658.00	46,644.00	139,932.00	10-1980	10-1980
						<u>\$504,450.00</u>		