



1-140A003

GATX CORPORATION

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

LAW DEPARTMENT

8607-2
REFERENCE NO. FILED 1428

MAY 20 1991 -9 45 AM May 13, 1991

Secretary of the Interstate Commerce Commission
Commerce Commission
Washington, DC 20006

RE: General American Transportation Corporation
Equipment Trust Series 74

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 December 13, 1976 under Recordation No. 8607. -I

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 Bank, National Association
231 South LaSalle Street
Chicago, IL 60697
Attention: Russell Bergman

General American Transportation Corporation
120 South Riverside Plaza
Chicago, IL 60606
Attention: T. C. Heidkamp

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

*Continental Bank
Mary A. Oster*

RECORDED
MAY 20 1991
16 11 53 1991

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 74

REGISTRATION NO. 8607-2 FILED 0423

MAY 20 1991 -9 45 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF MAY 1, 1991
TO EQUIPMENT TRUST AGREEMENT DATED AS OF DECEMBER 1, 1976

BY AND BETWEEN

CONTINENTAL BANK, NATIONAL ASSOCIATION, TRUSTEE

AND

GENERAL AMERICAN TRANSPORTATION CORPORATION

Supplemental Agreement dated as of May 1, 1991 by and between Continental Bank, National Association, 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 May 1, 1991.

CONTINENTAL BANK, NATIONAL
ASSOCIATION, TRUSTEE

By: Robert J. Donohue

ATTEST:

Russell C. Bergman
TRUST OFFICER

GENERAL AMERICAN TRANSPORTATION
CORPORATION

By: Terence A. Widyga
Vice President

ATTEST:

Janice M. Alonso
Assistant Secretary

STATE OF ILLINOIS)

) ss.:

COUNTY OF COOK)

On this 3RD day of MAY 1991, 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

* * * * *

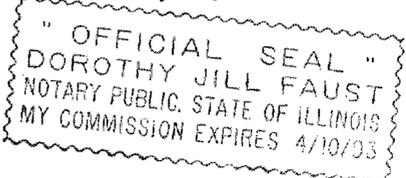
STATE OF ILLINOIS)

) ss.:

COUNTY OF COOK)

On May 1, 1991, before me personally appeared T. G. Heidkamp, to me personally known, who, being by me duly sworn, said that he is Vice President of General American Transportation 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 1
 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
2	Tank Cars DOT 105A300-W	33,500	GATX 47971, 47991.	\$38,774.00	\$44,033.00	\$ 88,066.00	12-1976	12-1976
1	Tank Car DOT 111A60-W-1	12,500	GATX 50114.	30,199.00	34,295.00	34,295.00	5-1976	5-1976
1	Tank Car DOT 111A60AL-W-1	22,000	GATX 50305.	57,228.00	65,468.00	65,468.00	10-1975	10-1975
2	At roadside Cars LO	4,180 Cu.Ft.	MILW 109887, 109895.	31,182.00	39,855.00	79,710.00	10-1975	10-1975
1	Hopper Car HTS	3,850 Cu.Ft.	GGPX 76003.	34,465.00	33,471.00	33,471.00	5-1976	5-1976
2	Hopper Cars HTS	3,850 Cu.Ft.	GGPX 76120, 76146.	34,465.00	33,471.00	66,942.00	6-1976	6-1976
1	Hopper Car HTS	3,850 Cu.Ft.	GGPX 76168.	34,465.00	33,471.00	33,471.00	7-1976	7-1976
10						<u>\$401,423.00</u>		

SCHEDULE 11

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>
8	Tank Cars DOT 111A60-W-1	10,000	GATX 18877-18879, 18882, 18883, 18886-18888.	\$39,395.00	\$39,655.00	\$317,240.00	12-1980	12-1980
2	Tank Cars DOT 111A100-W-1	12,500	GATX 21801, 21802.	42,090.00	42,367.00	84,734.00	12-1980	12-1980
<u>10</u>						<u>\$401,974.00</u>		