

GATX

0-283A002

GATX CORPORATION

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

LAW DEPARTMENT

RECORDATION NO. 13705-B FILED 1990

OCT 10 1990 - 6:55 AM

October 3, 1990

INTERSTATE COMMERCE COMMISSION

Secretary of the Interstate
Commerce Commission
Washington, DC 20006

RE: General American Transportation Corporation
Equipment Trust Series 78

Gentlemen:

Enclosed herewith are three signed copies of a Supplemental Agreement dated as of May 15, 1990, 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 July 23, 1982, under Recordation No. 13705-3

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 First National Bank of Chicago
Trust Department
One First National Plaza
Chicago, IL 60670
Attention: Sharon McGrath

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

C. [unclear] May 2, 1990

FILED

Interstate Commerce Commission
Washington, D.C. 20423

10/10/90

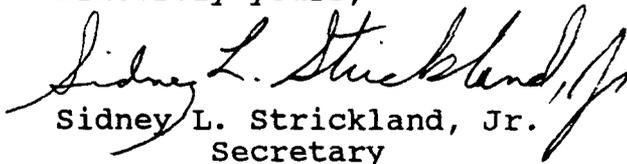
OFFICE OF THE SECRETARY

Janice M. Alonso
Assistant Secretary
GATX Corporation
120 South Riverside Plaza
Chicago, Illinois 60606

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 10/10/90 at 9:55am, and assigned recordation number(s). 13705-B

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST, SERIES 78

RECORDATION NO. 13705-B FILED 1425

OCT 10 1990 - 9 55 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF MAY 15, 1990
TO EQUIPMENT TRUST AGREEMENT DATED AS OF MAY 15, 1982

BY AND BETWEEN

THE FIRST NATIONAL BANK OF CHICAGO, TRUSTEE

AND

GENERAL AMERICAN TRANSPORTATION CORPORATION

Supplemental Agreement dated as of May 15, 1990 by and between The First National Bank 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 May 15, 1982 (the "Agreement") creating General American Transportation Corporation Equipment Trust, Series 78, which Agreement was filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on July 23, 1982, Recordation No. 13705; 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 15, 1990.

THE FIRST NATIONAL BANK OF
CHICAGO, TRUSTEE

By: Sharon McGrath

ATTEST:

Janice A. Romano

GENERAL AMERICAN TRANSPORTATION
CORPORATION

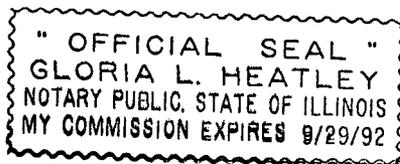
By: M. C. Andrews

ATTEST:

J. J. [Signature]
Assistant Secretary

STATE OF ILLINOIS)
) ss.:
COUNTY OF COOK)

On this 2 day of October 1990, before me personally appeared Sharon McGrath, to me personally known, who, being by me duly sworn, says that she is Trust Officer of The First National Bank 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 bank.



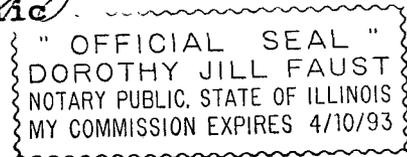
Gloria L. Heatley
Notary Public

* * * * *

STATE OF ILLINOIS)
) ss.:
COUNTY OF COOK)

On this May 15 1990, before me personally appeared W. C. Andrews, 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 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 78
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 111A100-W-1	20,000	GATX 11062.	\$38,596.00	\$23,157.00	\$ 23,157.00	2-1980	2-1980
1 Tank Car	DOT 111A100-W-1	20,000	GATX 14679.	38,307.00	22,984.00	22,984.00	2-1980	2-1980
1 Tank Car	DOT 111A100-W-1	20,000	GATX 18734.	44,445.00	28,444.00	28,444.00	4-1980	4-1980
1 Tank Car	DOT 111A100-W-1	22,000	GATX 23015.	46,061.00	29,479.00	29,479.00	6-1980	6-1980
1 Tank Car	DOT 111A60-W-1	12,000	GATX 20527.	38,020.00	24,332.00	24,332.00	3-1980	3-1980
1 Tank Car	DOT 111A60-W-1	12,000	GATX 20535.	37,905.00	24,259.00	24,259.00	6-1980	6-1980
1 Tank Car	DOT 111A60-W-1	22,000	GATX 16218.	43,262.00	25,957.00	25,957.00	2-1980	2-1980
1 Tank Car	DOT 111A60-W-1	22,000	GATX 16248.	44,840.00	28,697.00	28,697.00	5-1980	5-1980
1 Tank Car	DOT 111A60-W-1	22,000	GATX 23559.	43,491.00	27,834.00	27,834.00	3-1980	3-1980
1 Tank Car	DOT 111A60-W-3	12,500	GATX 55251.	38,178.00	24,433.00	24,433.00	6-1980	6-1980
						\$259,576.00		

SCHEDULE II
GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 78
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 111A100-W-1	26,500	GATX 19085.	\$41,565.00	\$24,939.00	\$ 24,939.00	1-1980	1-1980
1 Tank Car	DOT 111A100-W-1	30,000	GATX 19237.	42,300.00	25,380.00	25,380.00	1-1980	1-1980
1 Tank Car	DOT 105A400-W	33,500	GATX 20865.	61,238.00	36,742.00	36,742.00	1-1980	1-1980
1 Tank Car	DOT 111A100-W-5	20,000	GATX 23071.	43,749.00	26,249.00	26,249.00	1-1980	1-1980
1 Tank Car	DOT 111A60-W-1	23,500	GATX 23501.	43,230.00	25,938.00	25,938.00	1-1980	1-1980
1 Tank Car	DOT 111A60-W-1	20,000	GATX 49122.	41,923.00	25,153.00	25,153.00	1-1980	1-1980
1 Tank Car	DOT 111A100-W-1	12,500	GATX 69398.	43,208.00	27,653.00	27,653.00	11-1980	11-1980
2 Tank Cars	DOT 111A100-W-1	15,000	GATX 16543, 16548.	52,862.00	33,831.00	67,662.00	12-1980	12-1980
						<u>\$259,716.00</u>		