



8607K
RECORDED AND INDEXED

GATX CORPORATION

MAY 29 1992 - 9:51 AM

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

INTERSTATE COMMERCE COMMISSION

2-150A001

LAW DEPARTMENT

May 26, 1992

Secretary of the Interstate
Commerce Commission
Washington, DC 20006

RE: General American Transportation Corporation
Equipment Trust Series 74

MAY 29 9 57 AM '92
NOTES OPERATING UNIT

Gentlemen:

Enclosed herewith are three signed copies of a Supplemental Agreement dated as of May 1, 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 December 13, 1976 under Recordation No. 8607. *K*

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

General American Transportation Corporation
120 South Riverside Plaza
Chicago, IL 60606
Attention: D. J. Schaffer

If you have any questions, feel free to call me at (312) 621-6603.

Very truly yours,

Janice M. Alonso
Assistant Secretary

May 26, 1992
Cl...

GENERAL AMERICAN TRANSPORTATION CORPORATION

EQUIPMENT TRUST, SERIES 74

RECORDED AND INDEXED 8607K
MAY 29 1992 -9 45 AM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT DATED AS OF MAY 1, 1992
TO EQUIPMENT TRUST AGREEMENT DATED AS OF DECEMBER 1, 1976

BY AND BETWEEN

THE BANK OF NEW YORK, TRUSTEE

AND

GENERAL AMERICAN TRANSPORTATION CORPORATION

Supplemental Agreement dated as of May 1, 1992 by and between The Bank of New York, 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, 1992.

THE BANK OF NEW YORK, TRUSTEE

By: _____

W. T. Cunningham
W. T. CUNNINGHAM
VICE PRESIDENT

ATTEST:

Lucille Ferrincieli

LUCILLE FERRINCIELI
ASSISTANT TREASURER

GENERAL AMERICAN TRANSPORTATION CORPORATION

By: _____

D. Schaff
Vice President

ATTEST:

Janice M. Alonso

Assistant Secretary

STATE OF NEW YORK)

) ss.:

COUNTY OF New York)

On this 19th 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, 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.

ROBERT SCHNECK
Notary Public, State of New York
No. 4746935
Qualified in Nassau County
Certificate filed in New York County
Commission Expires May 31, 1993

Robert Schneck
Notary Public

* * * * *

STATE OF ILLINOIS)

) ss.:

COUNTY OF COOK)

On May 1, 1992, before me personally appeared D. J. Schaffer, 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
1	Tank Car DOT 105A300-M	33,500	GATX 47959.	\$38,774.00	\$42,139.00	\$ 42,139.00	11-1976	11-1976
1	Tank Car DOT 105A500-M	17,300	GATX 46577.	34,853.00	38,059.00	38,059.00	10-1975	10-1975
1	Tank Car DOT 111A100-M-1	10,000	GATX 26007.	32,562.00	33,458.00	33,458.00	2-1976	2-1976
1	Tank Car DOT 111A60AL-M-2	10,000	GATX 26039.	35,684.00	38,781.00	38,781.00	5-1976	5-1976
74	Hopper Cars HTS	3,850 Cu.Ft.	GGPX 76001, 76002, 76004-76007, 76009-76022, 76024-76035, 76037-76062, 76064-76079.	34,465.00	31,327.00	2,318,198.00	5-1976	5-1976
63	Hopper Cars HTS	3,850 Cu.Ft.	GGPX 76080-76084, 76087-76089, 76091-76095, 76097-76105, 76107-76119, 76121-76137, 76140, 76141, 76143, 76147-76154.	34,465.00	31,327.00	1,973,601.00	6-1976	6-1976
43	Hopper Cars HTS	3,850 Cu.Ft.	GGPX 76155, 76157-76160, 76162-76166, 76169-76181, 76184-76186, 76188-76204.	34,465.00	31,327.00	1,347,061.00	7-1976	7-1976
44	Hopper Cars HTS	3,850 Cu.Ft.	GGPX 76205-76224, 76226-76231, 76234-76236, 76239-76250, 76252-76254.	34,465.00	31,327.00	1,378,388.00	8-1976	8-1976
						<u>\$7,169,685.00</u>		

SCHEDULE 11
 GENERAL AMERICAN TRANSPORTATION CORPORATION
 EQUIPMENT TRUST - SERIES 74
CARS TO BE SUBSTITUTED

QUANTITY	CLASSIFICATION	CAPACITY	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
2 Tank Cars	DOT 105A300-M	17,000	GATX 11549, 11550.	\$52,635.00	\$51,169.00	\$ 102,338.00	11-1980	11-1980
2 Tank Cars	DOT 105A300-M	20,000	GATX 10448, 10449.	57,508.00	55,907.00	111,814.00	5-1980	5-1980
12 Tank Cars	DOT 105A400-M	33,500	GATX 31527, 31533-31537, 31540-31545.	62,402.00	60,665.00	727,980.00	12-1980	12-1980
2 Tank Cars	DOT 105A500-M	20,000	GATX 16067, 16070.	62,125.00	57,691.00	115,382.00	2-1980	2-1980
4 Tank Cars	DOT 105A500-M	20,000	GATX 20491, 20492, 20494, 20496.	67,684.00	65,800.00	263,200.00	4-1980	4-1980
4 Tank Cars	DOT 105A500-M	20,000	GATX 20493, 20495, 20497, 20498.	67,684.00	65,800.00	263,200.00	5-1980	5-1980
1 Tank Car	DOT 105J400-M	33,500	GATX 20865.	61,238.00	56,867.00	56,867.00	1-1980	1-1980
1 Tank Car	DOT 111A100-M-1	12,500	GATX 36864.	46,230.00	44,943.00	44,943.00	12-1980	12-1980
1 Tank Car	DOT 111A100-M-1	20,000	GATX 14541.	51,376.00	49,946.00	49,946.00	5-1980	5-1980
1 Tank Car	DOT 111A100-M-1	20,000	GATX 18023.	38,789.00	37,709.00	37,709.00	7-1980	7-1980
4 Tank Cars	DOT 111A100-M-1	20,000	GATX 14542, 14543, 14545, 14546.	51,376.00	49,946.00	199,784.00	6-1980	6-1980
3 Tank Cars	DOT 111A100-M-1	20,000	GATX 19287, 19290, 19291.	65,520.00	63,696.00	191,088.00	12-1980	12-1980
2 Tank Cars	DOT 111A100-M-1	23,500	GATX 23032, 23034.	45,986.00	44,706.00	89,412.00	7-1980	7-1980
14 Tank Cars	DOT 111A100-M-1	23,500	GATX 23652-23665.	54,130.00	50,267.00	703,738.00	2-1980	2-1980

SCHEDULE 11

GENERAL AMERICAN TRANSPORTATION CORPORATION
EQUIPMENT TRUST - SERIES 74
CARS TO BE SUBSTITUTED

QUANTITY	CLASSIFICATION	CAPACITY	INITIALED AND CAR NUMBERS	COST EACH	VALUE EACH	TOTAL VALUE	YEAR INTO SERVICE	YEAR ACQUIRED
10 Tank Cars	DOT 111A100-W-1	23,500	GATX 23679-23688.	\$54,130.00	\$52,623.00	\$ 526,230.00	3-1980	3-1980
1 Tank Car	DOT 111A100-W-1	23,500	GATX 23694.	56,481.00	52,450.00	52,450.00	2-1980	2-1980
4 Tank Cars	DOT 111A100-W-1	23,500	GATX 23695-23698.	56,481.00	54,909.00	219,636.00	3-1980	3-1980
2 Tank Cars	DOT 111A100-W-1	23,500	GATX 23751, 23752.	46,422.00	45,129.00	90,258.00	8-1980	8-1980
1 Tank Car	DOT 111A100-W-1	23,500	GATX 56385.	44,349.00	43,114.00	43,114.00	5-1980	5-1980
3 Tank Cars	DOT 111A100-W-1	26,000	GATX 66351-66353.	62,763.00	61,016.00	183,048.00	12-1980	12-1980
1 Tank Car	DOT 111A100-W-1	26,000	GATX 66354.	62,762.00	61,015.00	61,015.00	12-1980	12-1980
6 Tank Cars	DOT 111A100-W-1	26,500	GATX 69251-69256.	59,159.00	57,512.00	345,072.00	5-1980	5-1980
7 Tank Cars	DOT 111A100-W-1	26,500	GATX 69257-69262, 69264.	59,159.00	57,512.00	402,584.00	6-1980	6-1980
5 Tank Cars	DOT 111A60-W-1	18,000	GATX 22848, 22849 22851-22853.	66,990.00	65,125.00	325,625.00	12-1980	12-1980
1 Tank Car	DOT 111A60-W-1	18,000	GATX 22855.	66,993.00	65,128.00	65,128.00	12-1980	12-1980
1 Tank Car	DOT 111A60-W-1	23,500	GATX 22918.	44,716.00	41,525.00	41,525.00	2-1980	2-1980
22 Tank Cars	DOT 111A60-W-1	23,500	GATX 23101-23103, 23105-23110, 23112, 23115-23118, 23120-23124, 23126-23128.	44,902.00	43,652.00	960,344.00	6-1980	6-1980

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>
5 Tank Cars	DOT 111A60-M-1	23,500	GATX 23111, 23113, 23114, 23119, 23125.	\$44,827.00	\$43,579.00	\$ 217,895.00	7-1980	7-1980
4 Tank Cars	DOT 111A60AL-M-2	8,000	GATX 19735-19737, 19739.	55,735.00	54,183.00	216,732.00	7-1980	7-1980
6 Tank Cars	DOT 111A60AL-M-2	8,000	GATX 19740-19743, 19745, 19746.	55,735.00	54,183.00	325,098.00	8-1980	8-1980
2 Tank Cars	DOT 111A60AL-M-2	20,000	GATX 14242, 14244.	70,262.00	68,306.00	136,612.00	8-1980	8-1980
<u>134</u>						<u>\$7,169,767.00</u>		