



**Union Tank Car Company**

39 South LaSalle Street  
Chicago, Illinois 60603  
312 372-9500

Arthur B. Hillman  
Secretary and  
Assistant General Counsel

RECORDATION NO. 5781 Filed 1428

**JUN 2 1986 -3 05 PM**

INTERSTATE COMMERCE COMMISSION

**JUN 2 1986 -3 05 PM**

May 22, 1986

INTERSTATE COMMERCE COMMISSION

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

No. 6-153A080  
Date **JUN 2 1986**  
Fee \$ 20.00  
ICC Washington, D.C.

Dear Sir:

We transmit to you herewith by registered mail for recordation, pursuant to 49 U.S.C. Sec. 11303, an original and two certified counterparts of the Twelfth Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated April 25, 1986, by and between Union Tank Car Company, 39 South LaSalle Street, Chicago, Illinois 60603 (the "Company") and United States Trust Company of New York, 45 Wall Street, New York, New York 10005 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of July 1, 1970, between the Company and the Bank. The Supplemental Agreement evidences the substitution under said Equipment Trust Agreement of 9 railroad cars, identified with the initials UTLX, and more fully described in Schedule A attached hereto.

Also enclosed for recordation is an original and two certified counterparts of a Bill of Sale to the Company from the Bank, which Bill of Sale relates to the 64 railroad cars in respect of which the aforesaid substitution was made. The railroad cars covered by the Bill of Sale are more fully described in Schedule B attached hereto. The Bill of Sale releases the Equipment from the encumbrance created by the Equipment Trust Agreement.

The Supplemental Agreement and the Bill of Sale should be recorded as supplements to the Equipment Trust Agreement dated as of July 1, 1970, which was recorded with your office on July 15, 1970, and assigned recordation number 5781. We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.

MOTOR OPERATING UNIT  
**JUN 2 2 51 PM '86**  
THE SECRETARY  
ICC OFFICE OF

Page -2-  
May 22, 1986

Please return the original copy of the Supplemental Agreement and the Bill of Sale to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Albert J. Hillman". The signature is written in dark ink and is positioned to the right of the typed name.

ABH/sc

Enclosure

CERTIFICATE TRUST SERIES: R006

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESIG. CODE</u>	<u>CAPACITY IN GALLONS</u>	<u>ROAD NUMBERS</u>
4	C214	5,701	UTCX57581-UTCX57584
5	TA	12,000	TCDX11094-TCDX11098
9	TOTAL		

This TWELFTH SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated April 25, 1986 (the "Supplemental Agreement"), by and between UNION TANK CAR COMPANY, a Delaware corporation duly organized and existing under the laws of the State of Delaware (the "Company"), and UNITED STATES TRUST COMPANY OF NEW YORK, a national banking association, as Trustee (the "Trustee").

W I T N E S S E T H:

WHEREAS, Union Tank Car Company, a corporation duly organized under the laws of the State of Delaware on January 22, 1968 (the "Predecessor Company"), has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of July 1, 1970 (the "Trust Agreement"), providing for an issue of Equipment Trust Certificates (Series 6) (the "Trust Certificates"), in aggregate principal amount of \$25,000,000; and

WHEREAS, at the close of business on August 3, 1982, the Predecessor Company was merged into the Company pursuant to an Agreement of Merger dated July 27, 1982; and

WHEREAS, by letter dated July 30, 1982, the Company, as of the close of business on August 3, 1982, assumed and agreed to perform each and all of the obligations of the Predecessor Company under the Trust Agreement and under the guaranty endorsed on the Trust Certificates; and

WHEREAS, the Company has filed with the Trustee its Request for a substitution of Equipment pursuant to Section 5.06 of the Trust Agreement; and

WHEREAS, the Company desires to comply with Section 5.03 of the Trust Agreement by the execution of a supplement thereto, to evidence the inclusion of the aforesaid Equipment as a part of the Trust Equipment under the Trust Agreement;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar to it duly paid by the Trustee at the execution of these presents, the receipt whereof is hereby acknowledged, the Company covenants and agrees with the Trustee for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

## ARTICLE ONE

### Substitution of Equipment

The Equipment described in Schedule A hereto is hereby substituted for the Equipment specifically described in Schedule A of the Trust Agreement and Schedule B hereto.

## ARTICLE TWO

### Substituted Equipment Subject to Trust Agreement

The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects as though it had been part of the Trust Equipment specifically described in the Trust Agreement.

## ARTICLE THREE

### Concerning the Trustee

The Trustee accepts the provisions of this Supplemental Agreement but only upon the terms and conditions set forth in the Trust Agreement as amended, without limiting the generality of the foregoing, the Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statements of the Company. The Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Agreement.

## ARTICLE FOUR

### Miscellaneous Provisions

Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect.

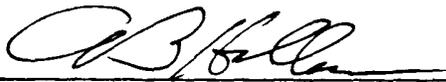
This Supplemental Agreement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplemental Agreement to be duly executed by their respective corporate seals, duly attested, to be hereunto affixed, all as of the date and year first above written.

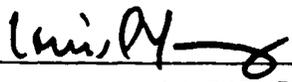
UNION TANK CAR COMPANY

By   
Executive Vice President

ATTEST:

  
Secretary

UNITED STATES TRUST COMPANY  
OF NEW YORK, AS TRUSTEE

By   
ASSISTANT VICE PRESIDENT

ATTEST:

  
ASSISTANT SECRETARY



CERTIFICATE TRUST SERIES: R006

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
2	LOC	3,600	CP 381800, CP 381823
1	TL	20,000	11032
3	TM	20,000	567,825,77790
1	TM	20,400	59416
1	TM	20,500	59484
10	TMI	13,300	75939, 76524, 76537, 76542, 76652, 76675, 76726, 76734, 76740, 76748
4	TMI	13,400	77875, 77880, 77690, 77992
1	TMI	13,600	76358
2	TMI	15,400	77835, 77838
2	TMI	20,000	42466, 42474
28	TP	33,800	38328, 38420, 38449, 38462, 38472, 38486, 38493, 38507, 38555, 38567, 38580, 38640, 38642, 38655- 38656, 38676, 38682, 38691, 38773, 38802, 38806, 38926, 38931, 38955, 90310, 90680, 91998, 92377
4	TPA	13,700	13101-13102, 13104-13105
1	TPI	13,300	28995
4	TPI	17,300	81075, 81096, 81126, 81128
64	TOTAL		

CERTIFICATE TRUST SERIES: R006

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
4	C214	5,701	UTCX57581-UTCX57584
5	TA	12,000	TCDX11094-TCDX11098
9	TOTAL		

STATE OF ILLINOIS )  
 ) SS.  
COUNTY OF COOK )

RECORDATION F.O. 57821 Filed 1425

JUN 2 1986 -3 05 PM

INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Carol D'Ascenzo, a Notary Public in and for said County, states that she compared the attached copy of the ~~Eight~~<sup>2<sup>th</sup></sup> Supplemental Equipment Trust Agreement dated the 25th day of April, 1986, with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 22nd day of May, 1986.

Carol D'Ascenzo  
Notary Public