

NEAL GERBER EISENBERG & LURIE

208 SOUTH LASALLE STREET
CHICAGO, ILLINOIS 60604
(312) 269-8000

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EARL N. MELAMED
(312) 269-8012

RECORDATION NO. 5781-2 FILED 1488 May 31, 1989

TELECOPIER
(312) 269-1747

JUN 12 1989 -3 20 PM

CERTIFIED MAIL INTERSTATE COMMERCE COMMISSION
RETURN RECEIPT REQUESTED

Interstate Commerce Commission
Washington, D.C. 20423

Attention: Ms. Mildred Lee
Room 2303

RECORDATION NO. 5781-2 FILED 1488

JUN 12 1989 -3 20 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

We transmit to you herewith by certified mail for recordation, pursuant to 49 U.S.C. Section 11303, an original and two certified counterparts of the Fourteenth Supplemental Trust Agreement (the "Supplemental Agreement"), by and between Union Tank Car Company, 225 West Washington Street, Chicago, Illinois, 60606 (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 (Series 6) dated as of July 1, 1970, between the Company and the Bank. The Supplemental Agreement evidences the substitution under said Equipment Trust of railroad cars, 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 railroad cars in respect of which the aforesaid substitution was made. The Equipment covered by the Bill of Sale is more fully described in Schedule B attached hereto. The Bill of Sale releases the Equipment from the encumbrance created by the Equipment Trust.

The Supplemental Agreement and the Bill of Sale should be recorded as supplements to the Equipment Trust dated as of July 1, 1970, which was recorded with your office and assigned recordation number 5781. We enclose herewith our check in the amount of \$26.00 payable to the Interstate Commerce Commission to cover the recordation fees.

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NEAL GERBER EISENBERG & LURIE

Interstate Commerce Commission
Page 2
May 31, 1989

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

Very truly yours,



Earl N. Melamed

ENM:jo
Enclosures

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

RECORDATION NO 5781-2 FILED 1989

JUN 12 1989 -3 20 PM

INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Joanne M. DeSanctis, a Notary Public in and for said County, states that she compared the attached copy of the Fourteenth Supplemental Trust Agreement dated the 24th day of April, 1989, 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 30th day of May, 1989.

Joanne M. DeSanctis
Notary Public



JUN 12 1989 -3 20 PM

FOURTEENTH SUPPLEMENTAL TRUST AGREEMENT

INTERSTATE COMMERCE COMMISSION

THIS FOURTEENTH SUPPLEMENTAL TRUST AGREEMENT dated as of April 24, 1989, by and between UNION TANK CAR COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (the "Company"), and UNITED STATES TRUST COMPANY OF NEW YORK, as Trustee (the "Trustee").

WITNESSETH:

WHEREAS, Union Tank Car Company has heretofore executed and delivered to the Trustee a Trust Agreement dated as of July 1, 1970 (the "Trust Agreement"), providing for the issue of its Equipment Certificates (Series 6); and

WHEREAS, the Company desires to comply with Section 5.06 of the Trust Agreement by the execution of a supplement thereto, to evidence the inclusion of 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 upon 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. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

ARTICLE THREE

Concerning the Trustee

The Trustee accepts the provisions of this Supplemental Trust 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 Trust Agreement.

ARTICLE FOUR

Miscellaneous Provisions

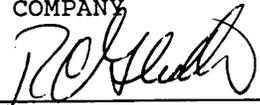
Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed, and all the terms, provisions and conditions thereof shall be and remain in full force and effect.

The Supplemental Trust 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 Trust Agreement to be duly executed by their respective officers thereunto duly authorized and 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: _____


R. C. Gluth, Executive
Vice President

ATTEST:


Robert W. Webb, Secretary

UNITED STATES TRUST COMPANY OF NEW YORK

By: _____


GERARD FACENDOLA
ASSISTANT VICE PRESIDENT

ATTEST:


~~Trust Officer~~

ASSISTANT SECRETARY

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On the 24th day of April, 1989, before me personally came R.C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is the Executive Vice President of UNION TANK CAR COMPANY, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Kristine D. Gord
Notary Public

STATE OF New York)
COUNTY OF New York) SS



On the 19th day of May, 1989, before me personally came GERARD FACENDOLA, to me known, who being by me duly sworn, did depose and say that he is a ASSISTANT VICE PRESIDE of UNITED STATES TRUST COMPANY OF NEW YORK, described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

ROBERT EARLY PATTERSON, III
NOTARY PUBLIC, State of New York
No. 4784543
Qualified in Rockland County
Certificate Filed in New York County
Commission Expires October 31, 1989

Robert E. Patterson III
Notary Public

CERTIFICATE TRUST SERIES: R006

FOR SUBSTITUTION

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
4	T564	17,000	UTLX 920004, 920006, 920017, 920019
1	T867	25,000	UTLX 900544
1	T107	26,000	UTLX 201048
6 TOTAL			

CERTIFICATE TRUST SERIES: R006

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QUANTITY	A-A-R- MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
1	LOC	3,800 CUFT	CP 381849
1	C214	5,800 CUFT	UTCX 57633
5	TMI	13,300	UTLX 75918, 76556, 76595, 76733, 76744
2	TMI	13,400	77961, 77996
13	TMI	13,600	76306, 76324, 76372, 76405, 76411, 76752, 76761, 76772, 76778, 76785, 76787, 76810, 76817
3	TM	20,000	582, 58407, 73002
1	TMI	20,000	77627
2	TM	20,500	59421, 59488
10	TP	33,800	38482, 38490, 38498, 38521, 38709, 38711, 38727, 38866, 38945, 38960
38 TOTAL			

Interstate Commerce Commission
Washington, D.C. 20423

6/13/89

OFFICE OF THE SECRETARY

Earl N. Melamed
Neal Gerber Eisenberg & Lurie
208 South LaSalle Street
Chicago, Illinois 60604

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 6/12/89 at 3:20pm, and assigned recordation number(s). 5781-Y & 5781-X 5491 -Z & 5491-AA

Sincerely yours,

Narta L. McEue
Secretary

Enclosure(s)