



Union Tank Car Company

225 West Washington Street
Chicago, Illinois 60606
312/372-9500

9-352A013

RECORDATION NO 6168-12 FILED 1425

DEC 18 1989 -11 05 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO 6168-21 FILED 1425

DEC 18 1989 -11 05 AM

INTERSTATE COMMERCE COMMISSION

December 5, 1989

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Secretary
Interstate Commerce Commission
12th St. & Constitution Ave., N.W., Room 2215
Washington, DC 20423

RE: Equipment Trust Agreement (Series 7)
Filed May 28, 1971
Recordation No. 6168

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Thirteenth Supplemental Trust Agreement, dated October 23, 1989, between Union Tank Car Company and Bankers Trust Company, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is a check for \$26.00 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5336.

Thank you.

Sincerely,

Patrick J. Allen
Senior Attorney

PJA/jf 4066e
Enclosure



THIRTEENTH SUPPLEMENTAL TRUST AGREEMENT

UNION TANK CAR COMPANY (SERIES 7)

RECORDATION NO. 10168-V
FILED 1989

DEC 18 1989 - 11 05 AM

INTERSTATE COMMERCE COMMISSION

THIS THIRTEENTH SUPPLEMENTAL TRUST AGREEMENT, dated October 23, 1989, by and between Bankers Trust Company as Trustee ("Trustee"), and Union Tank Car Company, a Delaware corporation ("Company").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated May 1, 1971, providing for the issue of its Equipment Certificates (Series 7) in the aggregate principal amount of \$25,000,000.

B. 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.

Agreement

Company hereby covenants and agrees with Trustee for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

2. 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. 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.

3. Concerning Trustee. 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, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.

4. Miscellaneous. 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 Trust Agreement may be executed in any number of counterparts, each of which shall be an original.

Company and 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 stated above.

BANKERS TRUST COMPANY

By: Ray Melody
Title: ASSISTANT SECRETARY

Attest:

Anna Johnson
Trust Officer

UNION TANK CAR COMPANY

By: R. C. Gluth
R. C. Gluth,
Executive Vice President

Attest:

Robert W. Webb
Robert W. Webb, Secretary

UTCARS

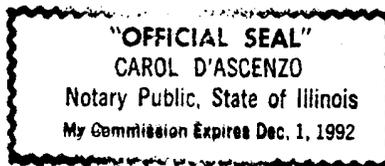
STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On October 23, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared R.C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company; 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.

Carol D'Ascenzo
Notary Public

My Commission Expires:

12-1-92



STATE OF NY)
) SS
COUNTY OF NY)

On this 25 day of October, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared Rosemary Melendez to me known, who, being by me duly sworn, did depose and say that he is ASSISTANT SECRETARY of Bankers Trust Company; 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.

Desire Marshall
Notary Public

My Commission Expires:

2-17-91

DESIRE MARSHALL
Notary Public, State of New York
Qualified in Kings County
Certificate Issued in New York County
Commission Expires February 17, 1991

UTCARS

PROGRAM ACTB1025

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE A - DESCRIPTION OF EQUIPMENT TRUST

RUN DATE: 08/23/89

CERTIFICATE TRUST SERIES: R007

FOR SUBSTITUTION

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
3	C711	2,900	UNPX120580-UNPX120582
2	TA	12,000	TCDX11091-TCDX11092
5	TA	13,000	TCDX13244-TCDX13248
2	TL	17,000	27583-27584

12	TOTAL		

RAILCAR SUBSTITUTIONS (SCHEDULE A)

R 7 SERIES T

05/23/89

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES-		---DATES---		CERTIFICATE TRUST COST	NET BOOK VALUE
						IN USE	WRECKED/ RETIRED		
TCDX 11091	TA	12,000	GAL	1	1	06	77	\$ 41,707	\$ 16,335
TCDX 11092	TA	12,000	GAL	1	1	06	77	41,707	16,335
TCDX 13244	TA	13,000	GAL	1	1	06	78	36,195	15,986
TCDX 13245	TA	13,000	GAL	1	1	06	78	36,195	15,986
TCDX 13246	TA	13,000	GAL	1	1	06	78	36,195	15,986
TCDX 13247	TA	13,000	GAL	1	1	06	78	36,195	15,986
TCDX 13248	TA	13,000	GAL	1	1	06	78	36,195	15,986
UTLX 27583	TL	17,000	GAL	1	1	12	81	50,503	31,144
UTLX 27584	TL	17,000	GAL	1	1	12	81	50,503	31,144
UNPX 120580	C711	2,900	CUFT	2	2	01	86	65,572	53,824
UNPX 120581	C711	2,900	CUFT	2	2	01	86	65,572	53,824
UNPX 120582	C711	2,900	CUFT	2	2	01	86	65,572	53,824
NUMBER OF CARS								\$ 562,111	\$ 336,360

WRECKED/RETIRED CARS (SCHEDULE B)

P. T. SERIES

12/28/89

ROAD NUMBER	AAP CODE	CAR CAPACITY	UNIT MEAS	-CODES-		-----DATES-----		CERTIFICATE TRUST COST	NET BOOK VALUE	
				CO	QTY	IN USE	WRECKED/RETIRED			
RTCX	27005	TM	21,000	GAL	1	1	12/69	12/88	\$ 9,484	\$ 19,838
RTCX	27111	TM	21,000	GAL	1	1	04/71	09/87	16,700	7,183
UNFX	100077	GONT	100	TON	3	2	05/70	01/88	17,003	7,183
UNPX	100231	GONT	100	TON	3	2	05/70	06/89	17,003	7,183
UTLX	13139	TA	14,000	GAL	1	1	05/70	08/88	13,008	753
UTLX	13502	TM	14,000	GAL	1	1	05/70	01/89	18,382	1,431
UTLX	14864	TL	20,500	GAL	1	1	05/70	01/88	18,820	1,431
UTLX	28025	TPI	17,300	GAL	1	1	05/70	04/88	21,089	3,867
UTLX	28029	TPI	17,300	GAL	1	1	05/70	11/88	21,040	2,874
UTLX	28031	TPI	17,300	GAL	1	1	05/70	04/88	21,040	3,925
UTLX	28041	TPI	17,300	GAL	1	1	05/70	06/88	21,040	3,364
UTLX	28042	TPI	17,300	GAL	1	1	05/70	08/88	21,040	2,672
UTLX	28058	TPI	17,300	GAL	1	1	05/70	08/88	20,810	3,058
UTLX	28061	TPI	17,300	GAL	1	1	05/70	05/89	20,810	1,080
UTLX	28062	TPI	17,300	GAL	1	1	05/70	09/88	20,810	1,080
UTLX	37383	TP	26,000	GAL	1	1	09/75	04/89	30,000	22,800
UTLX	37385	TP	26,000	GAL	1	1	09/75	04/89	30,000	22,800
UTLX	37386	TP	26,000	GAL	1	1	09/75	04/89	30,000	22,800
UTLX	37388	TP	26,000	GAL	1	1	09/75	04/89	30,000	22,800
UTLX	37389	TP	26,000	GAL	1	1	09/75	04/89	30,000	22,800
UTLX	38264	TP	33,800	GAL	1	1	05/70	11/88	18,011	18,500
UTLX	42222	TPI	12,200	GAL	1	1	05/70	11/88	27,875	6,900
UTLX	42223	TPI	12,200	GAL	1	1	05/70	04/89	27,875	7,183
UTLX	42227	TPI	12,200	GAL	1	1	05/70	04/89	27,875	7,183
UTLX	42228	TPI	12,200	GAL	1	1	05/70	04/89	27,875	7,183
UTLX	42229	TPI	12,200	GAL	1	1	05/70	04/89	27,875	7,183
UTLX	42230	TPI	12,200	GAL	1	1	05/70	12/88	27,875	7,183
UTLX	48353	TM	20,000	GAL	1	1	05/70	04/89	27,875	7,183
UTLX	48358	TM	20,000	GAL	1	1	05/70	12/88	14,656	2,580
UTLX	48410	TM	20,000	GAL	1	1	05/70	11/88	14,656	2,580
UTLX	48472	TM	20,000	GAL	1	1	05/70	11/88	14,656	2,567
UTLX	76283	TMI	13,300	GAL	1	1	05/70	09/87	14,668	2,567
UTLX	76289	TMI	13,300	GAL	1	1	05/70	04/89	17,480	2,481
UTLX	76290	TMI	13,300	GAL	1	1	05/70	11/88	17,480	2,431
UTLX	76290	TMI	13,300	GAL	1	1	05/70	01/89	17,480	1,071
UTLX	76327	TMI	13,600	GAL	1	1	05/70	11/88	17,137	1,143
UTLX	76331	TMI	13,600	GAL	1	1	05/70	04/88	17,137	2,475
UTLX	76334	TMI	13,600	GAL	1	1	05/70	02/88	17,137	2,475
UTLX	76335	TMI	13,600	GAL	1	1	05/70	02/88	17,137	2,475
UTLX	76345	TMI	13,600	GAL	1	1	05/70	08/87	17,137	2,475
UTLX	76439	TMI	13,600	GAL	1	1	05/70	11/88	17,137	2,810
UTLX	76489	TMI	13,600	GAL	1	1	05/70	04/89	17,403	1,637
UTLX	76493	TMI	13,600	GAL	1	1	05/70	05/88	17,480	2,649
UTLX	28000	TPT	17,300	GAL	1	1	05/70	04/89	17,480	2,864
UTLX	28010	TPI	17,300	GAL	1	1	05/70	07/89	21,102	3,927
UTLX	28075	TPI	17,300	GAL	1	1	05/70	11/89	21,091	3,867
UTLX	76340	TMI	13,600	GAL	1	1	05/70	07/89	19,624	3,549
UTLX	76340	TMI	13,600	GAL	1	1	05/70	07/89	17,137	1,632

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 WRECKED/RETIRED CARS (SCHEDULE B)
 R 7 SERIES 7 07/28/89

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES-		-----DATED-----		CERTIFICATE TRUST COST	NET BOOK VALUE
						IN USE	WRECKED/ RETIRED		
UTLX 76433	TMI	13,600	GAL	1	1	05/76	07/89	\$ 17,403	\$ 1,637
NUMBER OF CARS		47						\$ 959,821	\$ 291,654

PROGRAM ACTB1027

CERTIFICATE TRUST SERIES: R007

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST
FOR SUBSTITUTION - TERMINATED CARS

RUN DATE: 7/31/89

QUANTITY	A-A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
2	GNPT	100	UNPX100077, UNPX100231
1	TA	14,000	13139
1	TL	20,500	14864
1	TM	14,000	13502
4	TM	20,000	48358-48359, 48410, 48472
2	TM	21,000	RTCX27005, RTCX27111
3	TMI	13,300	76283, 76289-76290
10	TMI	13,600	76327, 76331, 76334-76335, 76340, 76345, 76433, 76439, 76489, 76493
5	TP	26,000	37383, 37385-37386, 37388-37389
1	TP	33,800	38264
6	TPI	12,200	42222-42223, 42227-42230
11	TPI	17,300	28000, 28010, 28025, 28029, 28031, 28041-28042, 28058, 28061-28062, 28075

47 TOTAL