

Union Tank Car Company



No. DEC 1 1981
Date.....
Fee \$ 21.00

RECORDATION NO. 6372-0
Filed 1425

111 West Jackson Boulevard
Chicago, Illinois 60604

DEC 1 1981 - 10 40 AM

ICC Washington, D. C.

Direct Tel No.:

INTERSTATE COMMERCE COMMISSION

November 24, 1981

Arthur B. Hillman
Secretary and
Assistant General Counsel

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

RECORDATION NO. 6372-P
Filed 1425

DEC 1 1981 - 10 40 AM

INTERSTATE COMMERCE COMMISSION

Dear Sir:

We transmit to you herewith by certified mail for recordation, pursuant to Section 20c of the Interstate Commerce Act, an original and two certified counterparts of the Eighth Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated October 26, 1981, by and between Union Tank Car Company, 111 West Jackson Boulevard, Chicago, Illinois 60604 (the "Company") and Citibank, N.A., 5 Hanover Square, New York, New York 10004 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of October 1, 1971, between the Company and the Bank. The Supplemental Agreement evidences the substitution under the said Equipment Trust Agreement of the railroad cars 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 railroad cars covered by the said Bill of Sale are described in Schedule B attached hereto. The Bill of Sale releases the Equipment described in Schedule B from the encumbrance created by the Equipment Trust Agreement.

The Supplemental Agreement and the said Bill of Sale should be recorded as supplements to the Equipment Trust Agreement dated as of October 1, 1971, which was recorded with your office on October 26, 1971, and assigned recordation number 6372. We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.

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

Very truly yours,

UNION TANK CAR COMPANY

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Arthur B. Hillman
Union Tank Car Company
111 West Jackson Boulevard
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 12/1/81 at 10:40AM , and assigned re-
recording number(s). 6372-0, & 6372-P

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDED NO. 6372 - 0
FEB 1975

DEC 1 1981 - 10 40 AM

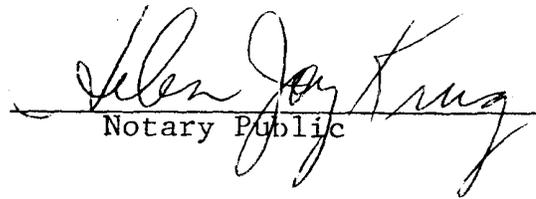
INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

C E R T I F I C A T E

The Undersigned, Helen Joy Krug, a Notary Public in and for said County, states that she compared the attached copy of the Eighth Supplemental Equipment Trust Agreement dated the 26th day of October, 1981, 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 18th day of November, 1981.


Notary Public

My Commission Expires July 10, 1984

THIS EIGHTH SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT (the "Supplemental Agreement") dated as of October 26, 1981, by and between UNION TANK CAR COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (the "Company"), and CITIBANK, N.A., as Trustee (the "Trustee").

WITNESSETH:

WHEREAS, Union Tank Car Company has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of October 1, 1971 (the "Trust Agreement"), providing for an issue of Equipment Trust Certificates (the "Trust Certificates"), in aggregate principal amount of \$25,000,000; 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 representation and shall have no responsibility as to the validity of this Supplemental Agreement.

ARTICLE FOUR

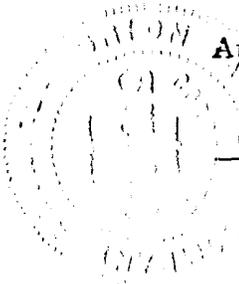
Miscellaneous Provisions

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 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.

Attest:


A. B. Hellman
Secretary

UNION TANK CAR COMPANY

By B. A. Stump
Vice President

Attest:

[Signature]
TRUST OFFICER

CITIBANK, N.A.

By [Signature]
Senior Trust Officer

STATE OF ILLINOIS)
) SS.
COUNTY OF LAKE)

On the 26th day of October, 1981, before me personally came B. A. Struckman, to me known, who, being by me duly sworn, did depose and say that he resides at 39 South LaSalle Street, Chicago, Illinois; that he is a 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.

Marcia C. Weiner
Notary Public
MY COMMISSION EXPIRES 6/18/84

STATE OF NEW YORK)
) SS.
COUNTY OF NEW YORK)

On the 13th day of NOVEMBER, 1981, before me personally came RALPH E. JOHNSON, to me known, who, being by me duly sworn, did depose and say that he resides at 60 Gramercy Park North, New York, N.Y.; that he is a Senior Trust Officer Vice President of CITIBANK, N.A., 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 AUTHORITY order of the Board of Directors of said corporation; and that he signed his name thereto by like order.
AUTHORITY.

Patricia C. Tampo
Notary Public

PATRICIA C. TAMPOL
Notary Public, State of New York
No. 01TA4659389
Qualified in Kings County
Certificate Filed in New York County
Term Expires March 30, 1983

SCHEDULE A
EQUIPMENT SUBSTITUTIONS

<u>Quantity</u>	<u>AAR</u> <u>Designation</u>	<u>Capacity</u>	<u>Road Number</u>
1	TM	13000 gal	UTLX60694
1	TM	13000 gal	UTLX60695
<u>1</u>	TM	20000 gal	UTLX48055
3			

SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	A.A.R. Mechanical Designation <u>Code</u>	<u>Capacity</u>	<u>Road Numbers</u>
1	Box Car	60 Ft	CPAA205214
1	TMI	20,000 Gal	UTLX25821
1	TP	34,000 Gal	UTLX29327
1	TP	33,600 Gal	UTLX30484
1	TM	20,000 Gal	UTLX58714
1	TM	20,000 Gal	UTLX58734
1	TM	20,000 Gal	UTLX58740
1	TM	20,000 Gal	UTLX58893
1	TMI	23,500 Gal	UTLX73398
1	TMI	20,000 Gal	UTLX73570
1	TMI	13,000 Gal	UTLX73953
1	TMI	13,333 Gal	UTLX75964
1	TMI	13,333 Gal	UTLX75978
1	TMI	8,000 Gal	UTLX76938
1	TMI	8,000 Gal	UTLX77083
15			