

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. 6372 Filed & Recd (312) 269-8000

FEB 17 1988

February 12, 1988

TELECOPIER
(312) 269-1747

CERTIFIED MAIL -
RETURN RECEIPT REQUESTED

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

8-048A042

FEB 17 1988 2-45 PM

FEB 17 1988

RECORDATION NO. 6372 S Filed 1425

Date

Fed \$

ICC Wash DC

Dear Sir:

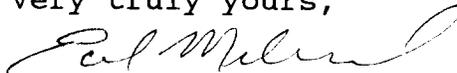
We transmit to you herewith by certified mail for recordation, pursuant to 49 U.S.C. Sec. 11303, an original and two certified counterparts of the Tenth Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), by and between Union Tank Car Company, 39 South LaSalle Street, Chicago, Illinois 60603 (the "Company") and Citibank, N.A., 5 Hanover Square, New York, New York 10043 (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 said Equipment Trust Agreement 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 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 Trust Agreement.

The Supplemental Agreement and the 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. 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,



Earl N. Melamed

ENM/cf
Enclosures

RECEIVED
FEB 17 1988
2 35 PM '88

Interstate Commerce Commission

Washington, D.C. 20423

2/18/88

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 2/17/88 at 2:45pm, and assigned recordation number(s). 7656-C & D, 9911-I & J & 13372-C & D *6372-5 & T*

Sincerely yours,

Nurta R. McGee

Secretary

Enclosure(s)

INTERSTATE COMMERCE COMMISSION
8E
FEB 17 1988 2:45 PM
RECORDATION NO. 6372 Filed 1425

THIS TENTH SUPPLEMENTAL TRUST AGREEMENT dated as of June 19, 1987, 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., a national banking association, as Trustee (the "Trustee").

WITNESSETH:

WHEREAS, Union Tank Car Company has heretofore executed and delivered to the Trustee a Trust Agreement dated as of October 1, 1971 (the "Trust Agreement"), providing for the issue of its 7-3/4% Sinking Fund Equipment Certificates due October 1, 1991 (the "Notes"), in aggregate principal amount of \$25,000,000; 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 Notes 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 B 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 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, Vice President

ATTEST:



Robert W. Webb, Secretary

CITIBANK, N.A.

By



S.D. MINEO
SENIOR TRUST OFFICER

ATTEST:



Trust Officer
J. D. Bowman

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On the 19th day of June, 1987, before me personally came R.C. Gluth, to me known, who, being by me duly sworn, did depose and say 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.

My Commission Expires Oct. 31, 1988

Dancy Finkler
Notary Public

STATE OF NEW YORK,
) SS
COUNTY OF NEW YORK)

On the 8th day of July, 1987, before me personally came S.D. MINEW, to me known, who being by me duly sworn, did depose and say that he is a SENIOR TRUST OFFICER of CITIBANK, N.A., the national banking association 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 F. Frier
Notary Public

ROBERT F. FRIER
Notary Public, State of New York
No. 31-4762885
Qualified in New York County
Commission Expires Jan. 31, 1989

PROGRAM ACTB1025

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

RUN DATE: 05/06/87
PAGE NO : 2

CERTIFICATE TRUST SERIES: R008

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESIG. CODE</u>	<u>CAPACITY IN GALLONS</u>	<u>ROAD NUMBERS</u>
5	C214	5,701	UTCX57593-UTCX57597
4	TA	13,000	TCDX13235-TCDX13238
<hr/>			
9	TOTAL		

PROGRAM ACTB1027

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

RUN DATE: 05/06/87
 PAGE NO : 2

CERTIFICATE TRUST SERIES: R008

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
1	LOC	3,000	80289
1	TA	13,700	14023
4	TM	14,500	13170,13188,13193,13940
3	TM	20,000	47968,48913,58682
1	TM	21,000	RTCX27105
1	TM	26,000	40919
1	TM	30,000	40910
6	TMI	8,000	74052,74089,74096,74126,74129,76940
1	TMI	10,500	76521
2	TMI	13,000	73951,73956
2	TMI	13,300	73961,73963
3	TMI	13,333	75942,75950,75988
1	TMI	13,400	73960
1	TMI	17,000	74899
1	TMI	23,500	77321
31	TP	33,800	37629-37630,37637,37645,37653,37658,37691, 37703,37717,37739,37787,37807,37809,37859, 37864-37865,37947,37949,37976,37981,37985, 37993,37996,38091,38098,38229,38244,38406, 38416,38854,38989
1	TPI	25,000	28494
2	TPI	25,700	28501,28542
63 TOTAL			