

15291



**THE MARMON GROUP, INC.**

39 South LaSalle Street, Chicago, Illinois 60603 ☎ 312/372-9500, Cable "MARMON", Telex 253112 CGO

RECORDATION NO. 15291-B TIME PAID

June 28, 1988

SEP 1 1988 11 AM

BY TELECOPIER

INTERSTATE COMMERCE COMMISSION

Mr. Patrick M. Raher  
Hogan & Hartson  
Columbia Square  
555 13th Street, N.W.  
Washington, D.C. 20004-1109

RECORDATION NO. 15291-C TIME PAID

SEP 1 1988 11 AM

Re: Equipment Trust Agreements

INTERSTATE COMMERCE COMMISSION

Dear Mr. Raher:

Pursuant to your request, below is the current list of Trustees for Equipment Trust Agreements 9 through 20, P-2 and P-6. They are as follows:

Trustee

- |           |   |
|-----------|---|
| Series 9  | Harris Trust & Savings Bank   |
| Series 10 | National City Bank  |
| Series 11 | Morgan Guaranty Trust<br>Company of New York                          |
| Series 12 | Pittsburgh National Bank  |
| Series 13 | Chemical Bank   |
| Series 14 | Manufacturers Hanover<br>Trust Company                                |
| Series 15 | Continental Illinois<br>National Bank and Trust<br>Company of Chicago |
| Series 16 | The First National Bank<br>of Chicago                                 |
| Series 17 | The First National Bank<br>of Boston                                  |

Mr. Patrick M. Raher  
June 28, 1988  
Page 2

Trustee

Series 18	Manufacturers Hanover Trust Company
Series 19	Security Pacific National Bank
Series 20	NCNB National Bank of North Carolina
Series P-2	The First National Bank of Chicago
Series P-6	Harris Trust & Savings Bank

Also, enclosed is a list of the recording information on the 14 Equipment Trust Agreements. If you have any questions or need further information, please contact me.

Sincerely,



Noreen Smith  
Secretary to Patrick J. Allen

ns  
Enc.  
3297



INTER-OFFICE CORRESPONDENCE

TO B. G. Dinmore - Union Tank Car DATE April 8, 1988  
FROM P. J. Allen  
SUBJECT Recording Information for Equipment Trust Agreements

With respect to the sale of Grain Hopper Cars the following is a list of the recording information on the 14 Equipment Trust Agreements that are covered by this sale:

	<u>Number</u>	<u>Recording Date</u>
Series 9 ✓	6859	January 16, 1973 ✓
Series 10 ✓	7299	January 14, 1974 ✓
Series 11 ✓	7738	December 11, 1974 ✓
Series 12 ✓	7949	June 9, 1975 ✓
Series 13 ✓	8150	December 22, 1975 ✓
Series 14 ✓	8598	December 2, 1976 ✓
Series 15 ✓	9111	December 5, 1977 ✓
Series 16 ✓	10497	June 12, 1979 ✓
Series 17 ✓	11858	June 29, 1980 ✓
Series 18 ✓	12791	January 22, 1981 ✓
Series 19 ✓	13199	July 22, 1981 ✓
Series 20 ✓	13373	December 22, 1981 ✓
Series P-2 ✓	9911	December 15, 1978 ✓
Series P-6 ✓	15291	July 19, 1987 ✓

If you have any questions, please call me.

*Pat Allen*  
Patrick J. Allen

PJA/ns  
Enc.

cc: W. M. Holzman - Neal, Gerber, Eisenberg & Lurie

SEP 1 1988 11 AM

THIS FIRST SUPPLEMENTAL TRUST AGREEMENT dated as of June 30, 1988, among RAIL CAR ASSOCIATES LIMITED INTERSTATE COMMERCE COMMISSION Illinois Limited Partnership ("Company"), UNION TANK CAR COMPANY, a corporation duly organized and existing under the laws of the State of Delaware ("Union"), and Harris Trust and Savings Bank, a national banking association, as trustee ("Trustee").

WITNESSETH:

WHEREAS, Company and Union have heretofore executed and delivered to Trustee a Trust Agreement dated as of August 1, 1987 ("Trust Agreement"), providing for the issue of Company's Equipment Certificates (Series P-6) in aggregate principal amount of \$25,750,000; and

WHEREAS, Company and Union desire to comply with Section 4.07 of the Trust Agreement by the execution of a supplement thereto, to evidence the inclusion of Equipment as a part for the Trust Equipment under the Trust Agreement;

NOW THEREFORE, Company and Union covenant and agree with Trustee for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates as follows:

ARTICLE ONE

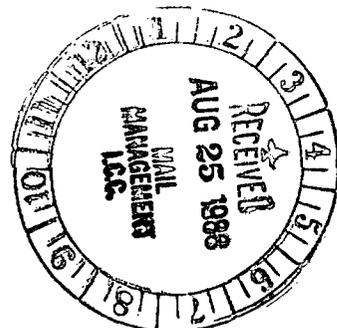
Substitution of Equipment

The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in 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. 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 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.

ARTICLE FOUR

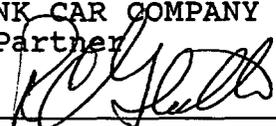
Miscellaneous Provisions

Except as hereby expressly provided, the Trust Agreement is in all respected 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.

IN WITNESS WHEREOF, Company, Union 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 and year first above written.

RAIL CAR ASSOCIATES  
LIMITED PARTNERSHIP

By: UNION TANK CAR COMPANY  
General Partner

By:   
R. C. Gluth,  
Executive Vice President

UNION TANK CAR COMPANY

By:   
R. C. Gluth, Executive Vice  
President

ATTEST:  
  
Robert W. Webb, Secretary

Harris Trust and Savings Bank

By:   
VICE PRESIDENT

ATTEST:  
  
ASSISTANT SECRETARY

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this June 30, 1988, before me personally came 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, one of the entities 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.

Noreen Smith  
Notary Public

My Commission Expires:

6/19/91

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

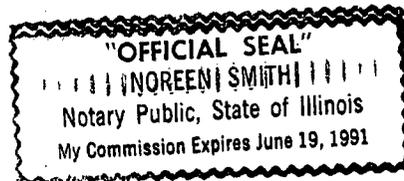


On this June 30, 1988, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, sole general partner of Rail Car Associates Limited Partnership ("Rail Car"), one of the entities described in and which executed the foregoing instrument; that said instrument was signed on behalf of Rail Car by proper authority; and that the execution of the foregoing instrument was the free act and deed of Rail Car.

Noreen Smith  
Notary Public

My Commission Expires:

6/19/91



STATE OF ILLINOIS )  
COUNTY OF COOK ) SS

On this 7th day of July, 1988, before me, a Notary Public in and for said County, personally appeared R. G. MASON and J. BARTOLINI to me personally known, who being by me duly sworn did say that they are, respectively, VICE PRESIDENT and ASSISTANT SECRETARY of Harris Trust and Savings Bank, that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.

T. Muzquiz  
Notary Public

My Commission Expires:  
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PROGRAM ACT181027

CERTIFICATE TRUST SERIES: P006

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

MUN DATE: 03/26/88

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
75	C113	4,750	UICX808540-UICX808555, MCTR8531-MCTR8539, MCTR9001-MCTR9050

75 TOTAL

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

PROGRAM ACT61025

CERTIFICATE TRUST SERIES: P006

A.A.R. MECHANICAL  
DESIG. CODE

CAPACITY IN GALLONS  
ROAD NUMBERS

QUANTITY

1	1096	23,500	647038
34	1106	23,500	640237-640270

35 TOTAL