

13199



THE MARMON GROUP, INC.

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

June 28, 1988

RECORDATION NO. 13199-F

SEP 1 1988 11 AM

BY TELECOPIER

INTERSTATE COMMERCE COMMISSION

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

RECORDATION NO. 13199-G

SEP 1 1988 11 AM

Re: Equipment Trust Agreements

INTERSTATE COMMERCE COMMISSION

Dear Mr. Rahe:

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
Company of New York |
| Series 12 | Pittsburgh National Bank |
| Series 13 | Chemical Bank |
| Series 14 | Manufacturers Hanover
Trust Company |
| Series 15 | Continental Illinois
National Bank and Trust
Company of Chicago |
| Series 16 | The First National Bank
of Chicago |
| Series 17 | The First National Bank
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 S. G. Dinsmore - 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 THIRD SUPPLEMENTAL TRUST AGREEMENT dated as of June 30, 1988, by and between UNION TANK CAR COMPANY, a corporation duly organized and existing under the laws of the State of Delaware ("Company"), and Security Pacific National Bank, a national banking association, as trustee ("Trustee").

WITNESSETH:

WHEREAS, Company has heretofore executed and delivered to Trustee a Trust Agreement dated as of July 15, 1981 ("Trust Agreement"), providing for the issue of its Equipment Certificates (Series 19) in aggregate principal amount of \$75,000,000; and

WHEREAS, 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 for the Trust Equipment under the Trust Agreement;

NOW THEREFORE, Company 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:

ARTICLE ONE

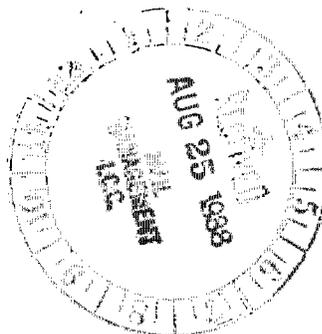
Substitution of Equipment

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.



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 and 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.

Noreen Smith
Notary Public

My Commission Expires:



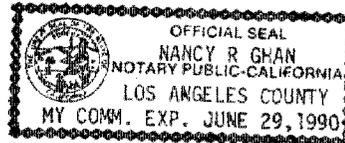
STATE OF California)
) SS
COUNTY OF Los Angeles)

On this 26th day of July, 1988, before me, a Notary Public in and for said County, personally appeared Cynthia B. Dillard and Sandee' Parks to me personally known, who being by me duly sworn did say that they are, respectively, Assistant Vice President and Trust Officer of Security Pacific National 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.

Nancy R. Ghan
Notary Public

My Commission Expires:

June 29, 1990



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 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.

UNION TANK CAR COMPANY

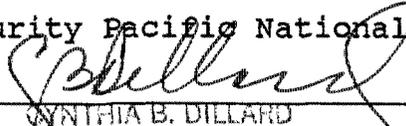
By: 

R. C. Gluth, Executive Vice President

ATTEST:

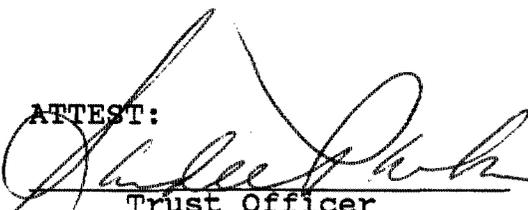

Robert W. Webb, Secretary

Security Pacific National Bank

By: 

CYNTHIA B. DILLARD
Assistant Vice President

ATTEST:


Trust Officer

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 RAILCAR SUBSTITUTIONS (SCHEDULE A)
 R 19 SERIES 19 05/26/88

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY		----DATES----		CERTIFICATE TRUST COST	NET BOOK VALUE
						IN USE	WRECKED/ RETIRED		
UTLX 200356	T107	26,000	GAL	1	1	02	88	\$ 37,032	\$ 36,569
UTLX 200357	T107	26,000	GAL	1	1	02	88	37,032	36,569
UTLX 200358	T107	26,000	GAL	1	1	02	88	37,032	36,569
UTLX 200359	T107	26,000	GAL	1	1	02	88	37,032	36,569
UTLX 200360	T107	26,000	GAL	1	1	02	88	37,032	36,569
UTLX 200361	T107	26,000	GAL	1	1	02	88	37,032	36,569
UTLX 200362	T107	26,000	GAL	1	1	02	88	37,032	36,569
UTLX 200363	T107	26,000	GAL	1	1	02	88	37,032	36,569
UTLX 200364	T107	26,000	GAL	1	1	02	88	37,032	36,569
UTLX 200365	T107	26,000	GAL	1	1	02	88	37,032	36,569
UTLX 200366	T107	26,000	GAL	1	1	02	88	37,032	36,569
UTLX 200367	T108	30,000	GAL	1	1	03	88	39,687	39,356
UTLX 200368	T108	30,000	GAL	1	1	03	88	39,687	39,356
UTLX 200369	T108	30,000	GAL	1	1	03	88	39,687	39,356
UTLX 200370	T108	30,000	GAL	1	1	03	88	39,687	39,356
UTLX 200371	T108	30,000	GAL	1	1	03	88	39,687	39,356
UTLX 200372	T108	30,000	GAL	1	1	03	88	39,687	39,356
UTLX 200373	T108	30,000	GAL	1	1	03	88	39,687	39,356
UTLX 200374	T108	30,000	GAL	1	1	03	88	39,687	39,356
UTLX 200375	T108	30,000	GAL	1	1	03	88	39,687	39,356
UTLX 200376	T108	30,000	GAL	1	1	03	88	39,687	39,356
UTLX 200377	T108	30,000	GAL	1	1	03	88	39,687	39,356
UTLX 200378	T108	30,000	GAL	1	1	03	88	39,687	39,356
UTLX 200379	T108	30,000	GAL	1	1	03	88	39,687	39,356
UTLX 200380	T108	30,000	GAL	1	1	03	88	39,687	39,356
UTLX 200381	T108	30,000	GAL	1	1	03	88	39,687	39,356
UTLX 200382	T108	30,000	GAL	1	1	03	88	39,687	39,356
UTLX 200383	T108	30,000	GAL	1	1	03	88	39,687	39,356
UTLX 200384	T108	30,000	GAL	1	1	03	88	39,687	39,356
UTLX 200385	T108	30,000	GAL	1	1	03	88	39,687	39,356
UTLX 200386	T108	30,000	GAL	1	1	03	88	39,687	39,356
UTLX 200387	T108	30,000	GAL	1	1	03	88	39,687	39,356
UTLX 200388	T108	30,000	GAL	1	1	03	88	39,687	39,356
UTLX 200389	T108	30,000	GAL	1	1	03	88	39,687	39,356
UTLX 200390	T108	30,000	GAL	1	1	03	88	39,687	39,356
UTLX 200391	T108	30,000	GAL	1	1	03	88	39,687	39,356
UTLX 200392	T108	30,000	GAL	1	1	03	88	39,687	39,356
UTLX 200393	T108	30,000	GAL	1	1	03	88	39,687	39,356
UTLX 200394	T108	30,000	GAL	1	1	04	88	39,687	39,522
UTLX 200395	T108	30,000	GAL	1	1	04	88	39,687	39,522
UTLX 200396	T108	30,000	GAL	1	1	03	88	39,687	39,356
UTLX 200397	T108	30,000	GAL	1	1	04	88	39,687	39,522
UTLX 200398	T108	30,000	GAL	1	1	04	88	39,687	39,522
UTLX 200534	T092	8,000	GAL	1	1	01	88	72,343	71,137
UTLX 200535	T092	8,000	GAL	1	1	01	88	72,343	71,137
UTLX 200536	T095	19,000	GAL	1	1	12	87	76,523	74,929

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 RAILCAR SUBSTITUTIONS (SCHEDULE A)
 R 19 SERIES 19 05/26/88

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY		-----DATES-----		CERTIFICATE TRUST COST	NET BOOK VALUE
						IN USE	WRECKED/ RETIRED		
UTLX 200537	T095	19,000	GAL	1	1	12	87	\$ 76,523	\$ 74,929
UTLX 200538	T095	19,000	GAL	1	1	12	87	76,523	74,929
UTLX 200539	T095	19,000	GAL	1	1	12	87	76,523	74,929
UTLX 200540	T095	19,000	GAL	1	1	12	87	76,523	74,929
UTLX 200541	T095	19,000	GAL	1	1	12	87	76,523	74,929
UTLX 200542	T095	19,000	GAL	1	1	01	88	76,523	75,248
UTLX 200543	T095	19,000	GAL	1	1	01	88	76,523	75,248
UTLX 200545	T095	19,000	GAL	1	1	05	88	90,897	90,897
UTLX 300240	T104	14,000	GAL	1	1	05	88	43,093	43,093
UTLX 300241	T104	14,000	GAL	1	1	05	88	43,093	43,093
UTLX 300242	T104	14,000	GAL	1	1	05	88	43,093	43,093
UTLX 300243	T104	14,000	GAL	1	1	05	88	43,093	43,093
UTLX 300244	T104	14,000	GAL	1	1	05	88	43,093	43,093
UTLX 300245	T104	14,000	GAL	1	1	05	88	43,093	43,093
UTLX 300246	T104	14,000	GAL	1	1	05	88	43,093	43,093
UTLX 600269	T104	16,000	GAL	1	1	12	87	43,964	43,048
UTLX 600270	T104	16,000	GAL	1	1	12	87	43,964	43,048
UTLX 600271	T104	16,000	GAL	1	1	12	87	43,964	43,048
UTLX 600272	T104	17,300	GAL	1	1	11	87	44,614	43,499
UTLX 600273	T104	16,000	GAL	1	1	12	87	43,964	43,048
UTLX 600274	T104	16,000	GAL	1	1	12	87	43,964	43,048
UTLX 600275	T104	16,000	GAL	1	1	12	87	43,964	43,048
UTLX 600276	T104	16,000	GAL	1	1	12	87	43,964	43,048
UTLX 600277	T104	16,000	GAL	1	1	12	87	43,964	43,048
UTLX 600278	T104	16,000	GAL	1	1	12	87	43,964	43,048
UTLX 600279	T104	16,000	GAL	1	1	12	87	43,964	43,048
UTLX 600280	T104	16,000	GAL	1	1	12	87	43,964	43,048
UTLX 600281	T104	16,000	GAL	1	1	12	87	43,964	43,048
UTLX 600282	T104	16,000	GAL	1	1	12	87	43,964	43,048
UTLX 600283	T104	16,000	GAL	1	1	12	87	43,964	43,048
UTLX 600284	T104	16,000	GAL	1	1	12	87	43,964	43,048
UTLX 630035	T104	16,000	GAL	1	1	02	88	41,855	41,332
UTLX 630036	T104	16,000	GAL	1	1	01	88	43,805	43,075
UTLX 630037	T104	16,000	GAL	1	1	01	88	43,805	43,075
UTLX 630038	T104	16,000	GAL	1	1	02	88	41,855	41,332
UTLX 630039	T104	16,000	GAL	1	1	01	88	43,805	43,075
UTLX 630040	T104	16,000	GAL	1	1	02	88	41,855	41,332
UTLX 630041	T104	16,000	GAL	1	1	01	88	43,805	43,075
UTLX 630042	T104	16,000	GAL	1	1	01	88	43,805	43,075
UTLX 630043	T104	16,000	GAL	1	1	01	88	43,805	43,075
UTLX 630044	T104	16,000	GAL	1	1	01	88	43,805	43,075
UTLX 630045	T104	16,000	GAL	1	1	01	88	43,805	43,075
UTLX 630046	T104	16,000	GAL	1	1	01	88	43,805	43,075
UTLX 630047	T104	16,000	GAL	1	1	01	88	43,805	43,075
UTLX 630048	T104	16,000	GAL	1	1	01	88	43,805	43,075
UTLX 630049	T104	16,000	GAL	1	1	01	88	43,805	43,075

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
RAILCAR SUBSTITUTIONS (SCHEDULE A)
R 19 SERIES 19 05/26/88

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY		-----DATES-----		CERTIFICATE TRUST COST	NET BOOK VALUE
						IN USE	WRECKED/ RETIRED		
UTLX 630050	T104	16,000	GAL	1	1	01	88	\$ 43,805	\$ 43,075
UTLX 630051	T104	16,000	GAL	1	1	02	88	41,855	41,332
UTLX 630052	T104	16,000	GAL	1	1	01	88	43,805	43,075
UTLX 630053	T104	16,000	GAL	1	1	01	88	43,805	43,075
UTLX 630054	T104	16,000	GAL	1	1	01	88	43,805	43,075
UTLX 630055	T104	16,000	GAL	1	1	01	88	43,805	43,075
UTLX 630056	T104	16,000	GAL	1	1	01	88	43,805	43,075
UTLX 630057	T104	16,000	GAL	1	1	01	88	43,805	43,075
UTLX 630058	T104	16,000	GAL	1	1	01	88	43,805	43,075
UTLX 630059	T104	16,000	GAL	1	1	01	88	43,805	43,075
UTLX 630060	T104	16,000	GAL	1	1	01	88	43,805	43,075
UTLX 630061	T104	16,000	GAL	1	1	02	88	41,855	41,332
UTLX 630062	T104	16,000	GAL	1	1	01	88	43,805	43,075
UTLX 630063	T104	16,000	GAL	1	1	02	88	41,855	41,332
UTLX 630064	T104	16,000	GAL	1	1	02	88	41,855	41,332
UTLX 630065	T104	16,000	GAL	1	1	02	88	41,855	41,332
UTLX 630066	T104	16,000	GAL	1	1	01	88	43,805	43,075
UTLX 630067	T104	16,000	GAL	1	1	02	88	41,855	41,332
UTLX 630068	T104	16,000	GAL	1	1	05	88	42,475	42,475
UTLX 630069	T104	16,000	GAL	1	1	05	88	42,475	42,475
UTLX 630070	T104	16,000	GAL	1	1	05	88	42,475	42,475
UTLX 630071	T104	16,000	GAL	1	1	05	88	42,475	42,475
UTLX 630072	T104	16,000	GAL	1	1	05	88	42,475	42,475
UTLX 630073	T104	16,000	GAL	1	1	05	88	42,475	42,475
UTLX 630076	T104	16,000	GAL	1	1	05	88	42,475	42,475
UTLX 640074	T106	23,500	GAL	1	1	10	87	53,291	51,737
UTLX 640078	T106	23,500	GAL	1	1	10	87	53,291	51,737
UTLX 640092	T106	23,500	GAL	1	1	10	87	53,291	51,737
UTLX 640093	T106	23,500	GAL	1	1	10	87	53,291	51,737
UTLX 640094	T106	23,500	GAL	1	1	10	87	53,291	51,737
UTLX 640095	T106	23,500	GAL	1	1	10	87	53,291	51,737
UTLX 640096	T106	23,500	GAL	1	1	10	87	53,291	51,737
UTLX 640097	T106	23,500	GAL	1	1	10	87	53,291	51,737
UTLX 640098	T106	23,500	GAL	1	1	10	87	53,291	51,737
UTLX 640099	T106	23,500	GAL	1	1	10	87	53,291	51,737
UTLX 640100	T106	23,500	GAL	1	1	10	87	53,291	51,737
UTLX 640101	T106	23,500	GAL	1	1	10	87	53,291	51,737
UTLX 640102	T106	23,500	GAL	1	1	10	87	53,291	51,737
UTLX 640103	T106	23,500	GAL	1	1	10	87	53,291	51,737
UTLX 640104	T106	23,500	GAL	1	1	10	87	53,291	51,737
UTLX 640110	T105	20,000	GAL	1	1	10	87	44,978	43,666
UTLX 640114	T105	20,000	GAL	1	1	10	87	44,978	43,666
UTLX 640115	T105	20,000	GAL	1	1	10	87	44,978	43,666
UTLX 640116	T105	20,000	GAL	1	1	10	87	44,978	43,666
UTLX 640117	T105	20,000	GAL	1	1	10	87	44,978	43,666
UTLX 640118	T105	20,000	GAL	1	1	10	87	44,978	43,666

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
RAILCAR SUBSTITUTIONS (SCHEDULE A)
R 19 SERIES 19 05/26/88

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ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY		----DATES----		CERTIFICATE TRUST COST	NET BOOK VALUE
						IN USE	WRECKED/ RETIRED		
UTLX 640119	T105	20,000	GAL	1	1	10	87	\$ 44,978	\$ 43,666
UTLX 640120	T105	20,000	GAL	1	1	10	87	44,978	43,666
UTLX 640121	T105	20,000	GAL	1	1	10	87	44,978	43,666
UTLX 640122	T105	20,000	GAL	1	1	10	87	44,978	43,666
UTLX 640123	T105	20,000	GAL	1	1	10	87	44,978	43,666
UTLX 640124	T105	20,000	GAL	1	1	10	87	44,978	43,666
UTLX 640125	T105	20,000	GAL	1	1	10	87	44,978	43,666
UTLX 640126	T105	20,000	GAL	1	1	10	87	44,978	43,666
UTLX 640127	T105	20,000	GAL	1	1	10	87	44,978	43,666
UTLX 647036	T096	23,500	GAL	1	1	04	88	98,538	98,127
UTCX 057641	C214	5,701	CUFT	1	1	08	77	47,134	21,603
UTCX 057642	C214	5,701	CUFT	1	1	08	77	47,134	21,603
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NUMBER OF CARS		150						\$ 6,923,009	\$ 6,761,917

PROGRAM AC181027

CERTIFICATE TRUST SERIES: K019

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

RUN DATE: 05/26/88

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
242	LDC	4,750	UICX43050-UICX43054,UICX43057,UICX43059- UICX43063,UICX43065-UICX43079,UICX43081- UICX43082,UICX43789,UICX43794,UICX43808, UICX43836,UICX43838-UICX43841,UICX43849, UICX43858-UICX43860,UICX43862-UICX43863, UICX43865,UICX43869-UICX43872,UICX43878- UICX43881,UICX43885-UICX43886,UICX43888- UICX43890,UICX43892,UICX43894-UICX43895, UICX43898,UICX43900-UICX43901,UICX43904, UICX43906,UICX43908-UICX43916,UICX43918- UICX43920,UICX43925-UICX43929,UICX43931- UICX43933,UICX43936-UICX43941,UICX43943, UICX43945,UICX43947-UICX43948,UICX43950- UICX43957,UICX43959-UICX43960,UICX43962- UICX43964,UICX43967,UICX44930-UICX44936, UICX44938,UICX45000-UICX45004,UICX45006- UICX45017,UICX45060-UICX45071,UICX45073- UICX45080,UICX45082-UICX45084,UICX45148- UICX45153,220002-220068,220070-220081, WCTR43080,WCTR43790

242 TOTAL