



Union Tank Car Company

39 South LaSalle Street
Chicago, Illinois 60603
312/372-9500

Arthur B. Hillman
Secretary and
Assistant General Counsel

ICC OFFICE OF
THE SECRETARY

NOV 26 10 01 AM '85

MOTOR OPERATING UNIT

S-330 A050

No. NOV 26 1985

Date

Fee \$ 20.00

RECORDATION NO. 10497K
Filed 1425

NOV 26 1985 - 10 10 AM

ICC Washington, D. C.

INTERSTATE COMMERCE COMMISSION

November 4, 1985

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 10497K
Filed 1425

NOV 26 1985 - 10 10 AM

Dear Sir:

INTERSTATE COMMERCE COMMISSION

We transmit to you herewith by registered mail for recordation, pursuant to 49 U.S.C. Sec. 11303, an original and two certified counterparts of the Fourth Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated October 4, 1985, by and between Union Tank Car Company, 39 South LaSalle Street, Chicago, Illinois 60603 (the "Company") and The First National Bank of Chicago, One First National Plaza, Chicago, Illinois 60670 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of June 1, 1979, between the Company and the Bank. The Supplemental Agreement evidences the substitution under said Equipment Trust Agreement of 10 railroad cars, identified with the initials UTLX, and 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 22 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 Equipment Trust Agreement.

The Supplemental Agreement and the Bill of Sale should be recorded as supplements to the Equipment Trust Agreement dated as of June 1, 1979, which was recorded with your office on June 12, 1979, and assigned recordation number 10497. We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.



Page -2-
November 4, 1985

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

Very truly yours,

A handwritten signature in cursive script, appearing to read "B. Hillman".

ABH/tg

Enclosure

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

RUN DATE: 09/2
PAGE NO : 7

CGRAM ACTB1025

RTIFICATE TRUST SERIES: R016

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
7	C214	5,800	UTCX58090-UTCX58096
2	TM	20,000	900004-900005
1	T105	20,000	40500
10	TOTAL		

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

CERTIFICATE TRUST SERIES: R016

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
1	BOXT	70	BC1T841680
7	LOC	4,750	UTCX43304, UTCX43562, UTCX43595, UTCX43608, UTCX45166, UTCX45185, UTCX45418
1	TA	13,000	11003
6	TA	13,500	11653, 11661, 11680, 11714, 11763, 11789
3	TM	14,000	25893, 25985, 25990
1	TM	17,000	66030
2	TM	17,500	70559, 70572
1	TP	25,000	96074
22 TOTAL			

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

REGISTRATION NO. 10497K
FILED 1428

NOV 26 1985 10 12 AM

INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Therese Grimm, a Notary Public in and for said County, states that she compared the attached copy of the Fourth Supplemental Equipment Trust Agreement dated the 4th day of October, 1985, 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 4th day of November, 1985.

Therese Grimm

Notary Public

MY COMMISSION EXPIRES 7/23/88

This FOURTH SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated October 4, 1985 (the "Supplemental Agreement"), by and between UNION TANK CAR COMPANY, a Delaware corporation duly organized and existing under the laws of the State of Delaware (the "Company"), and THE FIRST NATIONAL BANK OF CHICAGO, a national banking association, as Successor Trustee (the "Trustee").

W I T N E S S E T H:

WHEREAS, Union Tank Car Company, a corporation duly organized under the laws of the State of Delaware on January 22, 1968 (the "Predecessor Company"), has heretofore executed and delivered to the Wells Fargo Bank, N.A., the Predecessor Trustee an Equipment Trust Agreement dated as of June 1, 1979 (the "Trust Agreement"), providing for an issue of Equipment Trust Certificates (Series 16) (the "Trust Certificates"), in aggregate principal amount of \$60,000,000; and

WHEREAS, at the close of business on August 3, 1982, the Predecessor Company was merged into the Company pursuant to an Agreement of Merger dated July 27, 1982; and

WHEREAS, by letter dated July 30, 1982, the Company, as of the close of business on August 3, 1982, assumed and agreed to perform each and all of the obligations of the Predecessor Company under the Trust Agreement and under the guaranty endorsed on the Trust Certificates; 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 representations 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 corporate seals, duly attested, to be hereunto affixed, all as of the date and year first above written.

UNION TANK CAR COMPANY

By 
Executive Vice President

ATTEST:


Secretary

THE FIRST NATIONAL BANK
OF CHICAGO

By 
R. D. Manella, VICE PRESIDENT

ATTEST:


B. Dwyer, Trust Officer

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 4th day of October, 1985, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he resides at 39 South LaSalle Street, Chicago, Illinois 60603; that he is an Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal affixed to the foregoing instrument is the corporate 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.

Theresa Sumner

Notary Public

MY COMMISSION EXPIRES 7/23/88

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 30th day of October, 1985, before me personally came R. D. Manella, to me known, who, being by me duly sworn, did depose and say that he resides at in Glenview, Illinois; that he is a VICE PRESIDENT of The First National Bank of Chicago, 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.

B. A. Mitchell

Notary Public

B. A. MITCHELL, NOTARY PUBLIC
MY COMMISSION EXPIRES DEC. 27, 1986

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

CERTIFICATE TRUST SERIES: R016

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESIG. CODE</u>	<u>CAPACITY IN GALLONS</u>	<u>ROAD NUMBERS</u>
7	C214	5,800	UTCX58090-UTCX58096
2	TM	20,000	900004-900005
1	T105	20,000	40500
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10	TOTAL		

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

RUN DATE: 09/
PAGE NO :

PROGRAM ACTB1027

CERTIFICATE TRUST SERIES: R016

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESIG. CODE</u>	<u>CAPACITY IN GALLONS</u>	<u>ROAD NUMBERS</u>
1	BOXT	70	BCIT841680
7	LOC	4,750	UTCX43304, UTCX43562, UTCX43595, UTCX43608, UTCX45166, UTCX45185, UTCX45418
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1	TP	25,000	96074
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22	TOTAL		

Interstate Commerce Commission

Washington, D.C. 20423

11/26/85

OFFICE OF THE SECRETARY

Arthur B. Hillman
Union Tank Car Co.
39 S. LaSalle Street
Chicago, Illinois 60603

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 11/26/85 at 10:10am, and assigned re-
recording number(s). 10497-K & 10497-L.

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)