



Union Tank Car Company

225 West Washington Street
Chicago, Illinois 60606
312/372-9500

BY OVERNIGHT MAIL

RECORDATION NO. 7738-8
FILING 1988

SEP 28 1988 4 48 PM
INTERSTATE COMMERCE COMMISSION

8-272A041

No. SEP 28 1988

Date

September 26, 1988

Fee \$ 26.00

ICC Washington, D.C.

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 7738-8
FILING 1988

SEP 28 1988 4 48 PM
INTERSTATE COMMERCE COMMISSION

Dear Sir:

Enclosed for recordation are an original and two certified counterparts of the Ninth Supplemental Equipment Trust Agreement ("Supplemental Agreement"), dated as of September 2, 1988, between Union Tank Car Company ("Company") and Morgan Guaranty Trust Company of New York ("Trustee"), which amends the Equipment Trust Agreement dated as of December 15, 1974, between Company and Trustee. The Supplemental Agreement evidences the substitution under said Equipment Trust Agreement of certain railroad cars which are described in Schedule A to the Supplemental Agreement.

Also enclosed for recordation are an original and two certified counterparts of a Bill of Sale to Company from Trustee. Bill of Sale relates to the railroad cars which are being released 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 December 11, 1974, which was recorded with your office on December 15, 1974, and assigned recordation number 7738. We enclose herewith our check in the amount of \$26 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. Thank you.

Sincerely,

Patrick J. Allen
Senior Attorney

Enclosures
PJA:nl
3450

100 OFFICE OF THE SECRETARY
SEP 28 2 36 PM '88
MOTOR OPERATING UNIT



STATE OF ILLINOIS)
COUNTY OF COOK) SS.

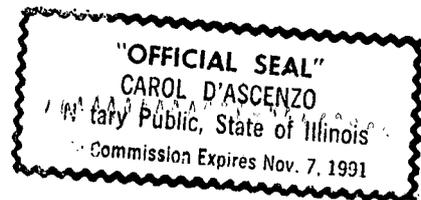
REGISTRATION NO. 7738-9
SEP 28 1988 4:45 PM
INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Carol D'Ascenzo, a Notary Public in and for said County, states that she compared the attached copy of the Ninth Supplemental Equipment Trust agreement dated as of September 2, 1988, 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 27th day of September, 1988.

Carol D'Ascenzo
Notary Public



THIS NINTH SUPPLEMENTAL TRUST AGREEMENT dated as of September 2, 1988, by and between UNION TANK CAR COMPANY, a corporation duly organized and existing under the laws of the State of Delaware ("Company"), and Morgan Guaranty Trust Company of New York, a national banking association, as trustee ("Trustee")

SEP 28 1988 2 44 PM
INTERSTATE COMMERCE COMMISSION

WITNESSETH:

WHEREAS, Company has heretofore executed and delivered to Trustee a Trust Agreement dated as of December 15, 1974 ("Trust Agreement"), providing for the issue of its Equipment Certificates (Series 11) in aggregate principal amount of \$40,000,000; 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 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. 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 statements 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 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, 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
R. C. Gluth, Executive Vice President

ATTEST:

Robert W. Webb
Robert W. Webb, Secretary

Morgan Guaranty Trust
Company of New York

By: _____

[Signature]

ATTEST:

[Signature]
ASSISTANT Trust Officer

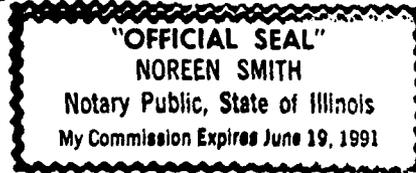
STATE OF ILLINOIS }
COUNTY OF COOK } SS

On the September 2, 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:

6/19/91



STATE OF NY }
COUNTY OF NY } SS

On this 22 day of September, 1988, before me, a Notary Public in and for said County, personally appeared F. J. GILLHAUS, and DAVID J. MAY to me personally known, who being by me duly sworn did say that they are, respectively, Assistant Vice President and ASSISTANT SECRETARY of Morgan Guaranty Trust Company of New York, 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.

Beth Sweeney
Notary Public

My Commission Expires:

BETH SWEENEY
Notary Public, State of New York
No. 31-4396262
Qualified in New York County
Commission Expires June 22, 1989

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 RAILCAR SUBSTITUTIONS (SCHEDULE A)
 R 11 SERIES 11

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY		----DATES----		CERTIFICATE TRUST COST	NET BOOK VALUE
						IN USE	WRECKED/ RETIRED		
UTLX 125003	T054	14,000	GAL	1	1	01/88		\$39,659	\$38,502
-----								-----	-----
TOTAL CARS	1							\$39,659	\$38,502

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 WRECKED/RETIRED CARS (SCHEDULE B)
 R011 SERIES

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-----DATES-----		CERTIFICATE TRUST COST	FAIR VALUE
				IN USE	WRECKED/ RETIRED		
UTCX 44336	LOC	4,750	CUFT	08/74	09/88	\$18,739	\$16,500
-----						-----	-----
NUMBER OF CARS	1					\$18,739	\$16,500