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 7 3 27 PM '85
MOTOR CARRIER UNIT

5-311A092

No.
Date NOV 07 1985
Fee $ 20.00
ICC Washington, D.C.

7299-Pm

NOV 7 1985 -3 35 PM
INTERSTATE COMMERCE COMMISSION

November 4, 1985

7299-N

NOV 7 1985 -3 35 PM
INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Sir:

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 Eighth 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 National City Bank, 623 Euclid Avenue, Cleveland, Ohio 44114 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of January 15, 1974, between the Company and the Bank. The Supplemental Agreement evidences the substitution under said Equipment Trust Agreement of 9 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 23 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 January 15, 1974, which was recorded with your office on January 14, 1974, and assigned recordation number 7299. 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,

ABH/tg

Enclosure

RTIFICATE TRUST SERIES: R010

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
9	TA	12,000	TCDX11041-TCDX11049
9 TOTAL			

PROGRAM ACTB1027

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

RUN DATE: 09/
PAGE NO :

CERTIFICATE TRUST SERIES: R010

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
1	GONT	112	UNPX101001
2	LOC	4,700	UTCX44247,UTCX44573
1	LOC	4,750	UTCX43664
6	TM	13,600	14125,14156,14164,14167-14168,14176
5	TM	20,000	RAHX400-RAHX402,47616,58502
1	TM	30,000	46888
1	TMI	17,000	74599
1	TMI	22,800	73198
4	TMI	23,000	75738,75817,76660,76819
1	TP	17,000	28273
23 TOTAL			

7299-En

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

NOV 7 1985 -3 35 PM
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 Eighth 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 EIGHTH 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 NATIONAL CITY BANK, a national banking association, as 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 Trustee an Equipment Trust Agreement dated as of January 15, 1974 (the "Trust Agreement"), providing for an issue of Equipment Trust Certificates (Series 10) (the "Trust Certificates"), in aggregate principal amount of $35,000,000; 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

NATIONAL CITY BANK

By _____
ASSISTANT TRUST OFFICER

ATTEST:

_____
ASSISTANT 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.

Therese Grimm
Notary Public

[illegible] EXPIRES 7/23/88

STATE OF OHIO)
) SS
COUNTY OF CUYAHOGA)

On this ____ day of October, 1985, before me personally came RICHARD J. REILAND, to me known, who, being by me duly sworn, did depose and say that he resides at 1483 JEFFERSON AVE AKRON, OHIO 44313; that he is a ASSISTANT TRUST OFFICER of National City Bank, 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.

Shirley Mansell
Notary Public

SHIRLEY MANSELL
Notary Public, State of Ohio
Lorain County, My Commission Expires
5-22-90

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

RTIFICATE TRUST SERIES: R010

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PROGRAM ACTB1027

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

RUN DATE: 09/
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