

30



Union Tank Car Company

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

RECORDATION NO. 11858-h ✓
FILED 1428

MAY 6 1991 -3 30 PM
INTERSTATE COMMERCE COMMISSION

May 1, 1991

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

1-126A054 ✓

RECORDATION NO. 11858-M ✓
FILED 1428

MAY 6 1991 -3 30 PM
INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
12th St. & Constitution Ave., N.W., Room 2215
Washington, DC 20423

Re: Equipment Trust Agreement (Series 17)
Recordation No. 11858

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Fifth Supplemental Equipment Trust Agreement dated as of March 19, 1991, between Union Tank Car Company and The First National Bank of Boston, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$30 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5336.

Thank you.

Sincerely,

Patrick J. Allen
Senior Attorney

PJA/jf
UTC13
Enclosures

MAY 6 3 10 PM '91
MOTOR VEHICLE UNIT



Interstate Commerce Commission
Washington, D.C. 20423

5/7/91

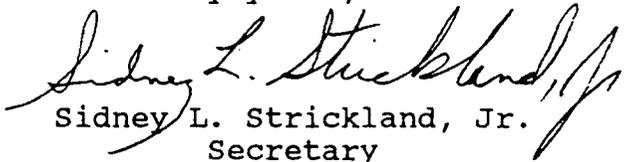
OFFICE OF THE SECRETARY

Patrick J. Allen
Union Tank Car Company
225 West Washington, Street
Chicago, Illinois 60606

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 5/6/91 at 3:20pm, and assigned recordation number(s). 11858-L & 11858-M

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

FIFTH SUPPLEMENTAL TRUST AGREEMENT

UNION TANK CAR COMPANY (SERIES 17)

RECORDED BY 11858-M

MAY 6 1991 - 3 20 PM

INTERSTATE COMMERCE COMMISSION ✓

THIS FIFTH SUPPLEMENTAL TRUST AGREEMENT, dated March 19, 1991, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and The First National Bank of Boston, as Trustee ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated May 15, 1980, providing for the issue of its Equipment Certificates (Series 17) in aggregate principal amount of \$75,000,000.

B. 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 of the Trust Equipment under the Trust Agreement.

Agreement

Company hereby 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:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

2. 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.

3. 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.

4. Miscellaneous. 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.

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 first stated above.

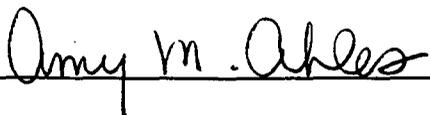
UNION TANK CAR COMPANY

By: 
R. C. Gluth,
Executive Vice President

Attest:


Robert W. Webb, Secretary

THE FIRST NATIONAL BANK
OF BOSTON

By: 

Attest:


Trust Officer

UTC17

PROGRAM ACTB1025

CERTIFICATE TRUST SERIES: R017

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

RUN DATE: 03/14/91
PAGE NO: 1

| QUANTITY | A.A.R. MECHANICAL DESIG. CODE | CAPACITY IN GALLONS | ROAD NUMBERS |
|----------|----------------------------------|---------------------------|----------------------|
| 3 | T075 | 20,000 | 200500,200502,200504 |
| 1 | T092 | 8,000 | 200534 |
| 11 | T104 | 14,000 | 300001-300011 |
| 2 | T105 | 20,000 | 650047-650048 |
| 11 | T107 | 26,000 | 200356-200366 |
| 1 | T108 | 30,000 | 200367 |
| 1 | T564 | 17,000 | 920019 |

30 TOTAL

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 RAILCAR SUBSTITUTIONS (SCHEDULE A)
 R 17 SERIES 17 03/14/91

| ROAD NUMBER | AAR CODE | CAR CAPACITY | UNIT MEAS | -CODES- | | -----DATES----- | | CERTIFICATE TRUST COST | NET BOOK VALUE |
|-------------|----------|--------------|-----------|---------|-----|-----------------|---------------------|------------------------|----------------|
| | | | | CU | QTY | IN USE | WRECKED/ RETIRED | | |
| UTLX 200500 | T075 | 20,000 | GALS | 1 | 1 | 04 | 85 | * 69,235 | \$ 48,754 |
| UTLX 200502 | T075 | 20,000 | GALS | 1 | 1 | 04 | 85 | 69,235 | 48,754 |
| UTLX 200504 | T075 | 20,000 | GALS | 1 | 1 | 04 | 85 | 69,235 | 48,754 |
| UTLX 300001 | T104 | 14,000 | GALS | 1 | 1 | 04 | 85 | 41,788 | 29,426 |
| UTLX 300002 | T104 | 14,000 | GALS | 1 | 1 | 04 | 85 | 41,788 | 29,426 |
| UTLX 300003 | T104 | 14,000 | GALS | 1 | 1 | 04 | 85 | 41,788 | 29,426 |
| UTLX 300004 | T104 | 14,000 | GALS | 1 | 1 | 04 | 85 | 41,788 | 29,426 |
| UTLX 300005 | T104 | 14,000 | GALS | 1 | 1 | 04 | 85 | 41,788 | 29,426 |
| UTLX 300006 | T104 | 14,000 | GALS | 1 | 1 | 04 | 85 | 41,788 | 29,426 |
| UTLX 300007 | T104 | 14,000 | GALS | 1 | 1 | 04 | 85 | 41,788 | 29,426 |
| UTLX 300008 | T104 | 14,000 | GALS | 1 | 1 | 04 | 85 | 41,788 | 29,426 |
| UTLX 300009 | T104 | 14,000 | GALS | 1 | 1 | 04 | 85 | 41,788 | 29,426 |
| UTLX 300010 | T104 | 14,000 | GALS | 1 | 1 | 04 | 85 | 41,788 | 29,426 |
| UTLX 300011 | T104 | 14,000 | GALS | 1 | 1 | 04 | 85 | 41,788 | 29,426 |
| UTLX 650047 | T105 | 20,000 | GALS | 1 | 1 | 04 | 85 | 50,032 | 35,231 |
| UTLX 650048 | T105 | 20,000 | GALS | 1 | 1 | 04 | 85 | 50,032 | 35,231 |
| UTLX 200356 | T107 | 26,000 | GAL | 1 | 1 | 02 | 88 | 37,032 | 31,323 |
| UTLX 200357 | T107 | 26,000 | GAL | 1 | 1 | 02 | 88 | 37,032 | 31,323 |
| UTLX 200358 | T107 | 26,000 | GAL | 1 | 1 | 02 | 88 | 37,032 | 31,323 |
| UTLX 200359 | T107 | 26,000 | GAL | 1 | 1 | 02 | 88 | 37,032 | 31,323 |
| UTLX 200360 | T107 | 26,000 | GAL | 1 | 1 | 02 | 88 | 37,032 | 31,323 |
| UTLX 200361 | T107 | 26,000 | GAL | 1 | 1 | 02 | 88 | 37,032 | 31,323 |
| UTLX 200362 | T107 | 26,000 | GAL | 1 | 1 | 02 | 88 | 37,032 | 31,323 |
| UTLX 200363 | T107 | 26,000 | GAL | 1 | 1 | 02 | 88 | 37,032 | 31,323 |
| UTLX 200364 | T107 | 26,000 | GAL | 1 | 1 | 02 | 88 | 37,032 | 31,323 |
| UTLX 200365 | T107 | 26,000 | GAL | 1 | 1 | 02 | 88 | 37,032 | 31,323 |
| UTLX 200366 | T107 | 26,000 | GAL | 1 | 1 | 02 | 88 | 37,032 | 31,323 |
| UTLX 200367 | T108 | 30,000 | GAL | 1 | 1 | 03 | 88 | 39,687 | 33,734 |
| UTLX 920019 | T56A | 17,000 | GAL | 1 | 1 | 12 | 88 | 61,311 | 54,414 |
| UTLX 200534 | T092 | 8,000 | GAL | 1 | 1 | 01 | 88 | 72,343 | 60,889 |

NUMBER OF CARS

30

\$ 1,348,130

* 1,035,997

PROGRAM AC1B1027
CERTIFICATE TRUST SERIES: R017

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

RUN DATE: 03/14/91
PAGE NO : 5

| QUANTITY | A.A.R. MECHANICAL DESIG. CODE | CAPACITY IN GALLONS | ROAD NUMBERS |
|----------|-------------------------------------|---------------------------|---------------------|
| 30 | LDC | 7,000 | UTBX10100-UTBX10129 |
| ----- | | | |
| 30 | TOTAL | | |

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 WRECKED/RETIRED CARS (SCHEDULE B)
 R.17 SERIES 17 03/14/91

| ROAD NUMBER | AAR CODE | CAR CAPACITY | UNIT MEAS | -CODES- | | -----DATES----- | | CERTIFICATE TRUST COST | SALE PRICE |
|-------------|----------|--------------|-----------|---------|---|-----------------|-----------------|------------------------|------------|
| | | | | | | IN USE | WRECKED/RETIRED | | |
| UTBX 10100 | LOC | 7,000 | CUFT | 1 | 1 | 10/79 | 03/91 | \$ 50,039 | \$ 34,050 |
| UTBX 10101 | LOC | 7,000 | CUFT | 1 | 1 | 10/79 | 03/91 | 50,039 | 34,050 |
| UTBX 10102 | LOC | 7,000 | CUFT | 1 | 1 | 10/79 | 03/91 | 50,039 | 34,050 |
| UTBX 10103 | LOC | 7,000 | CUFT | 1 | 1 | 10/79 | 03/91 | 50,039 | 34,050 |
| UTBX 10104 | LOC | 7,000 | CUFT | 1 | 1 | 10/79 | 03/91 | 50,039 | 34,050 |
| UTBX 10105 | LOC | 7,000 | CUFT | 1 | 1 | 10/79 | 03/91 | 50,039 | 34,050 |
| UTBX 10106 | LOC | 7,000 | CUFT | 1 | 1 | 10/79 | 03/91 | 50,039 | 34,050 |
| UTBX 10107 | LOC | 7,000 | CUFT | 1 | 1 | 10/79 | 03/91 | 50,039 | 34,050 |
| UTBX 10108 | LOC | 7,000 | CUFT | 1 | 1 | 10/79 | 03/91 | 50,039 | 34,050 |
| UTBX 10109 | LOC | 7,000 | CUFT | 1 | 1 | 11/79 | 03/91 | 50,039 | 34,050 |
| UTBX 10110 | LOC | 7,000 | CUFT | 1 | 1 | 11/79 | 03/91 | 50,039 | 34,050 |
| UTBX 10111 | LOC | 7,000 | CUFT | 1 | 1 | 11/79 | 03/91 | 50,039 | 34,050 |
| UTBX 10112 | LOC | 7,000 | CUFT | 1 | 1 | 11/79 | 03/91 | 50,039 | 34,050 |
| UTBX 10113 | LOC | 7,000 | CUFT | 1 | 1 | 11/79 | 03/91 | 50,039 | 34,050 |
| UTBX 10114 | LOC | 7,000 | CUFT | 1 | 1 | 11/79 | 03/91 | 50,039 | 34,050 |
| UTBX 10115 | LOC | 7,000 | CUFT | 1 | 1 | 11/79 | 03/91 | 50,039 | 34,050 |
| UTBX 10116 | LOC | 7,000 | CUFT | 1 | 1 | 11/79 | 03/91 | 50,039 | 34,050 |
| UTBX 10117 | LOC | 7,000 | CUFT | 1 | 1 | 11/79 | 03/91 | 50,039 | 34,050 |
| UTBX 10118 | LOC | 7,000 | CUFT | 1 | 1 | 11/79 | 03/91 | 50,039 | 34,050 |
| UTBX 10119 | LOC | 7,000 | CUFT | 1 | 1 | 11/79 | 03/91 | 50,039 | 34,050 |
| UTBX 10120 | LOC | 7,000 | CUFT | 1 | 1 | 11/79 | 03/91 | 50,039 | 34,050 |
| UTBX 10121 | LOC | 7,000 | CUFT | 1 | 1 | 11/79 | 03/91 | 50,039 | 34,050 |
| UTBX 10122 | LOC | 7,000 | CUFT | 1 | 1 | 11/79 | 03/91 | 50,039 | 34,050 |
| UTBX 10123 | LOC | 7,000 | CUFT | 1 | 1 | 11/79 | 03/91 | 50,039 | 34,050 |
| UTBX 10124 | LOC | 7,000 | CUFT | 1 | 1 | 11/79 | 03/91 | 50,039 | 34,050 |
| UTBX 10125 | LOC | 7,000 | CUFT | 1 | 1 | 11/79 | 03/91 | 50,039 | 34,050 |
| UTBX 10126 | LOC | 7,000 | CUFT | 1 | 1 | 11/79 | 03/91 | 50,039 | 34,050 |
| UTBX 10127 | LOC | 7,000 | CUFT | 1 | 1 | 11/79 | 03/91 | 50,039 | 34,050 |
| UTBX 10128 | LOC | 7,000 | CUFT | 1 | 1 | 11/79 | 03/91 | 50,039 | 34,050 |
| UTBX 10129 | LOC | 7,000 | CUFT | 1 | 1 | 11/79 | 03/91 | 50,039 | 34,050 |

NUMBER OF CARS 30 \$ 1,501,170 \$ 1,021,500