



THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606-3418, Tel. (312) 372-9500, Fax (312) 845-5305

(2)

RECORDATION NO. 8598-P+y
DEC 1 1995 2 10 PM
INTERSTATE COMMERCE COMMISSION

November 28, 1995

Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, DC 20423

Attn: Ms. Janice M. Fort
Room 2311

Re: Equipment Trust Agreement (Series 14)
Recordation No. 8598

RECEIVED
OFFICE OF THE
SECRETARY
DEC 1 3 05 PM '95
LICENSING BRANCH

Dear Ms. Fort:

Enclosed are the original and two certified copies of the Eleventh Supplemental Equipment Trust Agreement dated as of July 31, 1995, between Union Tank Car Company and Chemical Bank, as successor by merger to Manufacturers Hanover Trust Company, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

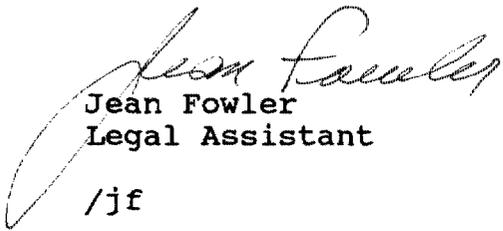
Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$42 for the filing fee.

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) 845-5457.

Thank you.

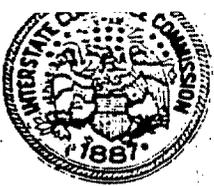
Sincerely,


Jean Fowler
Legal Assistant

/jff

encls

UTC4066



Interstate Commerce Commission
Washington, D.C. 20423-0001

12/8/95

Office Of The Secretary

Jean Fowler
Legal Assistant
The Marmon Group, Inc.
225 West Washington Street
Chicago, Illinois 60606-3418

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/8/95 at 3:10PM, and assigned recordation number(s). 8598-X and 8598-Y.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

8598-7

ELEVENTH SUPPLEMENTAL TRUST AGREEMENT 8 1995

UNION TANK CAR COMPANY (SERIES 14)

THIS ELEVENTH SUPPLEMENTAL TRUST AGREEMENT, dated as of July 31, 1995, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and Chemical Bank, as successor by merger to Manufacturers Hanover Trust Company ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated as of December 1, 1976, providing for the issue of its Equipment Certificates (Series 14) in the aggregate principal amount of \$40,000,000.

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.

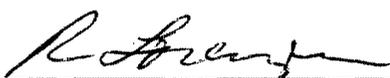
UNION TANK CAR COMPANY

By: 
R. C. Gluth,
Executive Vice President

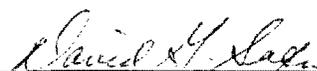
Attest:


Robert W. Webb, Secretary

CHEMICAL BANK,
as successor by merger to
Manufacturers Hanover Trust Company

By: 
R. LORENZEN SENIOR TRUST OFFICER

Attest:


Trust Officer
SENIOR TRUST OFFICER
UTC2044

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On October 20, 1995, 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 of 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.



Jean Fowler

Notary Public

STATE OF NEW YORK)
) ss
COUNTY OF New York)

On this 14th day of November, 1995, before me personally came R. LORENZEN, to me known, who, being by me duly sworn, did depose and say that he/she is SENIOR TRUST OFFICER of Chemical Bank, one of the corporations described in and which executed the foregoing instrument; that he/she 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/she signed his/her name thereto by like order.

Annabelle DeLuca

Notary Public

(SEAL)

ANNABELLE DeLUCA
Notary Public, State of New York
No. 01DE5013759
Qualified in Kings County
Certificate Filed in New York County
Commission Expires July 15, 1997

UTC2044

UNION TANK CAR COMPANY - TREASURER'S DEPARTMENT
RAILCAR SUBSTITUTIONS (SCHEDULE A)
DESCRIPTION OF EQUIPMENT FOR SUBSTITUTION
SERIES 14 (R-14) 7/31/95

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL./CUFT.)</u>	<u>ROAD NUMBERS</u>
12	C214	5,800 CUFT.	UTCX 57584, 57593-575600 UTCX 57623-57625
<u>4</u>	TM	14,000 GAL.	UTLX 15966-15969
16	TOTAL		

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 WRECKED/RETIRED CARS - SCHEDULE B
 SERIES 14 (R014)

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
6	BOXT	70 TON	BCIT 841105, 841109, 841121 BCIT 841391, 841502, 841552
1	GONT	100 TON	UNPX 102548
2	TA	13,500 GAL	UTLX 12659, 12692
1	TM	16,800 GAL	UTLX 72015
1	TM	17,000 GAL	UTLX 72329
2	TM	20,000 GAL	UTLX 58126, 75472
1	TMI	10,000 GAL	UTLX 73381
1	TMI	13,900 GAL	UTLX 73492
4	TP	17,300 GAL	UTLX 27966, 27967, 27973, UTLX 27981
<u>1</u>	TP	24,690 GAL	UTLX 96027
20	TOTAL		