



**THE MARMON GROUP, INC.**

225 West Washington Street, Chicago, Illinois 60606, Tel. (312) 372-9500, Fax (312) 845-5305, Telex 253112 CGO

January 19, 1990

CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

RECORDATION NO. 5781 FILED 143  
0-083A035  
JAN 23 1990 -3 52 PM  
INTERSTATE COMMERCE COMMISSION

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

RECORDATION NO. 5781-AA FILED 143

Re: Equipment Trust Agreement (Series 6)  
Recordation No. 5781

JAN 20 1990 - 8 55 AM  
INTERSTATE COMMERCE COMMISSION

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Fifteenth Supplemental Equipment Trust Agreement, dated January 2, 1990, between Union Tank Car Company and United States Trust Company of New York, 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  
UTC/ICC  
Enclosures

**Interstate Commerce Commission**  
Washington, D.C. 20423

1/24/90

OFFICE OF THE SECRETARY

Patrick J. Allen  
Senior Attorney  
The Marmon Group, Inc.  
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 1/23/90 at 3:55pm and assigned recordation number(s). 5781-Z And 5781-AA

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

5781-Z  
RECORDATION NO. FILED 1425

JAN 23 1990 -3 55 PM

INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS )  
                                  )  
COUNTY OF COOK    )

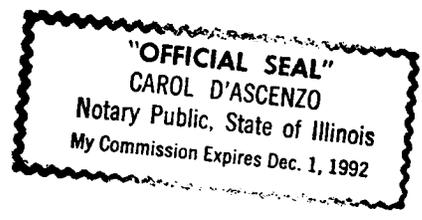
CERTIFICATE

The undersigned, Carol D'Ascenzo, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Fifteenth Supplemental Trust Agreement, dated January 2, 1990, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 19th day of January, 1990.

*Carol D'Ascenzo*  
Notary Public

4066e



RECORDATION NO 5781-Z  
FILED 1428

JAN 23 1990 -3 55 PM

INTERSTATE COMMERCE COMMISSION

FIFTEENTH SUPPLEMENTAL TRUST AGREEMENT

UNION TANK CAR COMPANY (SERIES 6)

THIS FIFTEENTH SUPPLEMENTAL TRUST AGREEMENT, dated January 2, 1990, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and United States Trust Company of New York, as Trustee ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement"), dated July 1, 1970, providing for the issue of its Equipment Certificates (Series 6) in aggregate principal amount of \$25,000,000.

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.

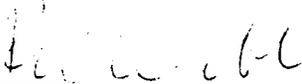
4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each 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 stated above.

UNION TANK CAR COMPANY

By:   
R. C. Gluth,  
Executive Vice President

Attest:

  
Robert W. Webb, Secretary

UNITED STATES TRUST COMPANY  
OF NEW YORK

By:   
GERARD F. FACENDOLA  
ASSISTANT VICE PRESIDENT

Attest:

  
~~Trust Officer~~  
ASSISTANT SECRETARY

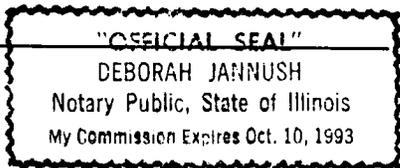
UTC6

STATE OF ILLINOIS )  
 )  
 ) SS  
COUNTY OF COOK )

On January 2, 1990, 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.

*Deborah Jannush*  
\_\_\_\_\_  
Notary Public

My Commission Expires:



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

On this 10<sup>th</sup> day of January, 1990, before me personally came ~~GERARD F. FACENDOLA~~ to me known, who, being by me duly sworn, did depose and say that he is ASSISTANT VICE PRESIDENT of United States Trust Company of New York, 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.

*Christine C. Collins*  
\_\_\_\_\_  
Notary Public

My Commission Expires:

CHRISTINE C. COLLINS  
NOTARY PUBLIC, State of New York  
No. 03-2624735  
Qualified in Bronx County  
Commission Expires March 30, 1990

PROGRAM ACIB1027

CERTIFICATE TRUST SERIES: R006

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

RUN DATE: 12/21/89  
PAGE NO : 1

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
23	LOC	3,800	CN 374100-CN 374101,CN 374103-CN 374111, CN 374113-CN 374124
-----			
23	TOTAL		

PROGRAM ACTB1025

CERTIFICATE TRUST SERIES: R006

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

RUN DATE: 12/21/89  
PAGE NO : 1

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
3	C214	6,100	UTCX59067-UTCX59069
2	T106	23,500	641713-641714
5	TOTAL		