



Union Tank Car Company

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

RECORDATION NO 6168-7 FILED 1425

January 24, 1990

JAN 29 1990 - 3 50 PM

INTERSTATE COMMERCE COMMISSION

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

0-039A001

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

RECORDATION NO 6168-7 FILED 1425

JAN 29 1990 - 3 50 PM

INTERSTATE COMMERCE COMMISSION

Re: Equipment Trust Agreement (Series 7)
Recordation No. 6168
Recordation Date: May 28, 1971

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Fourteenth Supplemental Equipment Trust Agreement, dated January 2, 1990, between Union Tank Car Company and Bankers 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 \$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

1/30/90

OFFICE OF THE SECRETARY

Patrick J. Allen
Senior Atty.
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 1/29/90 at 3:50pm, and assigned recordation number(s). 8150-A & 8150-B

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

6/16877
JAN 29 1990 - 3 50 PM

INTERSTATE COMMERCE COMMISSION

FOURTEENTH SUPPLEMENTAL TRUST AGREEMENT

UNION TANK CAR COMPANY (SERIES 7)

THIS FOURTEENTH 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 Bankers Trust Company, as Trustee ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated May 1, 1971, providing for the issue of its Equipment Certificates (Series 7) 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

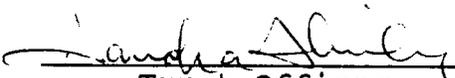
Attest:


Robert W. Webb, Secretary

BANKERS TRUST COMPANY

By: 

Attest:


Trust Officer

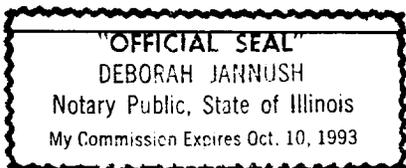
UTC7

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.

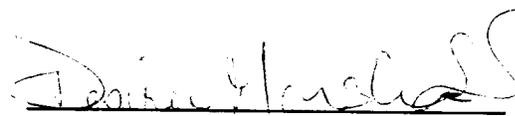

Notary Public

My Commission Expires:



STATE OF NEW YORK)
) ss
COUNTY OF _____)

On this 17 day of January, 1990, before me personally came Rosemary Melendez, to me known, who, being by me duly sworn, did depose and say that he is ASSISTANT SECRETARY of Bankers Trust Company, 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.


Notary Public

DESIREE MARSHALL
Notary Public, State of New York
No. 24-1685294
Qualified in Kings County
Certificate filed in New York County
Commission Expires February 11, 1991

My Commission Expires:

2-17-91

UTC7

PROGRAM AC1B1025

CERTIFICATE TRUST SERIES: R007

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

RUN DATE: 12/21/89

| QUANTITY | A.A.R. MECHANICAL DESIG. CODE | CAPACITY IN GALLONS | ROAD NUMBERS |
|----------|-------------------------------------|---------------------------|---------------------|
| 4 | G214 | 6,100 | UTCX59073-UTCX59076 |
| 2 | T107 | 26,800 | 201147,201151 |
| <hr/> | | | |
| 6 | TOTAL | | |

PROGRAM AC1B1027 UNION TANK CAR COMPANY - TREASURERS DEPARTMENT RUN DATE: 12/21/89
 SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST
 CERTIFICATE TRUST SERIES: R007 FOR SUBSTITUTION - TERMINATED CARS

| QUANTITY | A.A.R. MECHANICAL DESIG. CODE | CAPACITY IN GALLONS | ROAD NUMBERS |
|----------|-------------------------------------|---------------------------|---|
| 28 | LDC | 3,800 | CN 374125-CN 374128,CN 374130-CN 374135, CN 374137-CN 374147,CN 374149-CN 374155 |
| <hr/> | | | |
| 28 | TOTAL | | |