

\$30.00



# Union Tank Car Company

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

January 4, 1991

CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

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

Re: Equipment Trust Agreement (Series 8)  
Recordation No. 6372

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Eleventh Supplemental Equipment Trust Agreement dated as of October 31, 1989, between Union Tank Car Company and Citibank, N.A., 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  
UTC8a  
Enclosures

RECORDATION NO. 6372-2 FILED 1428

JAN 17 1991 2 56 PM

INTERSTATE COMMERCE COMMISSION

1-017A023  
RECORDATION NO. 6372-2 FILED 1428  
JAN 17 1991 2 56 PM  
INTERSTATE COMMERCE COMMISSION

JAN 17 2 56 PM '91



AMEMBER OF THE MARMON GROUP OF COMPANIES

Interstate Commerce Commission  
Washington, D.C. 20423

1/24/91

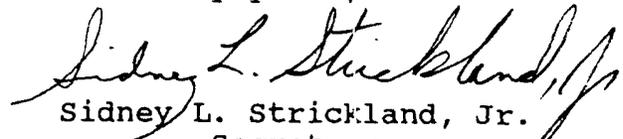
OFFICE OF THE SECRETARY

Jack E. Jerrett, Esq  
Union Pacific Corporation  
Martin Tower  
Eighth & Eaton Avenues  
Bethlehem, PA. 18018

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 1/17/91 at 3:05pm, and assigned recordation number(s). 6372-W, 6372-X & 13373-L & 13373-M

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

63127

JAN 17 1991 . 4 10 PM

INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS )  
COUNTY OF COOK )

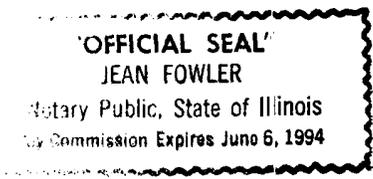
CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Eleventh Supplemental Trust Agreement dated as of October 31, 1989 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 3rd day of January, 1991.

*Jean Fowler*  
Notary Public

UTC8a



6372  
RECORDING NO. FILED DATE

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ELEVENTH SUPPLEMENTAL TRUST AGREEMENT  
INTERSTATE COMMERCE COMMISSION  
UNION TANK CAR COMPANY (SERIES 8)

THIS ELEVENTH SUPPLEMENTAL TRUST AGREEMENT, dated October 23, 1989, by and between Citibank, N.A. as Trustee ("Trustee"), and Union Tank Car Company, a Delaware corporation ("Company").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated October 1, 1971, providing for the issue of its Equipment Certificates (Series 8) in the 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.

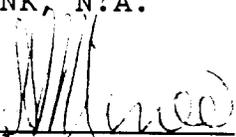
2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in 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. This 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.

CITIBANK, N.A.

By:   
Title: Trust Officer

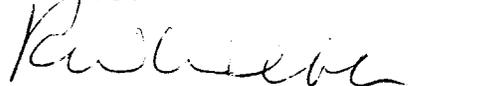
Attest:

  
Trust Officer

UNION TANK CAR COMPANY

By:   
R. C. Gluth,  
Executive Vice President

Attest:

  
Robert W. Webb, Secretary

UTCARS8

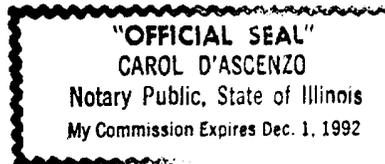
STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On October 23, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared 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; 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.

Carol D'Ascenzo  
Notary Public

My Commission Expires:

12-1-92



STATE OF NEW YORK )  
 ) SS  
COUNTY OF NEW YORK )

On this 14th day of December, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared Ernesto L. Carbocci, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Citibank, N.A.; 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.

Ernesto L. Carbocci  
Notary Public

My Commission Expires:

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ERNESTO L. CARBOCCI  
Notary Public, State of New York  
No. 45-58055CS  
Qualified in Richmond County  
Certificate Filed in New York County  
Term Expires March 30, 1992

UTCARS8

PROGRAM ACTB1025      UNION TANK CAR COMPANY - TREASURERS DEPARTMENT      RUN DATE: 08/23/89  
 SCHEDULE A - DESCRIPTION OF EQUIPMENT TRUST  
 FOR SUBSTITUTION

CERTIFICATE TRUST SERIES: R008

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
13	C214	5,701	UICX57575-UICX57576,UICX57623-UICX57626, UICX57645-UICX57651
3	C711	2,900	UNPX120583-UNPX120585
1	IMI	13,400	85323
5	IP	17,300	28782-28786
22 TOTAL			

UNION TANK CAR LIBRARY - TREASURERS DEPARTMENT  
RAILCAR SUBSTITUTIONS (SCHEDULE A)

PAGE

R 8 SERIES 8

08/23/89

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES-		-----DATES-----		CERTIFICATE TRUST CODE	NET BOOK VALUE	
						IN USE	WRECKED/RETIRED			
JTL-	28782	TP	17,300	GAL			03 75	# 31,500 #	8,794	
JTL-	28783	TP	17,300	GAL			03 75	31,500	8,794	
JTLA	28784	TP	17,300	GAL			03 75	31,500	8,794	
JTLX	28785	TP	17,300	GAL			03 75	31,500	8,794	
JTLX	28786	TP	17,300	GAL			03 75	31,500	8,794	
JTCX	5757E	0214	5,700	CUFT			05 77	47,134	18,854	
JTCX	5757B	0214	5,700	CUFT			08 77	47,134	18,854	
JTCX	57623	0214	5,700	CUFT			08 77	47,134	18,854	
JTCX	57624	0214	5,700	CUFT			08 77	47,134	18,854	
JTCX	57625	0214	5,700	CUFT			05 77	47,134	18,854	
JTCX	57626	0214	5,700	CUFT			08 77	47,134	18,854	
JTCX	57645	0214	5,700	CUFT			06 77	47,134	18,854	
JTCX	57646	0214	5,700	CUFT			08 77	47,134	18,854	
JTCX	57647	0214	5,700	CUFT			06 77	47,134	18,854	
JTCX	57648	0214	5,700	CUFT			08 77	47,134	18,854	
JTCX	57649	0214	5,700	CUFT			06 77	47,134	18,854	
JTCX	57650	0214	5,700	CUFT			08 77	47,134	18,854	
JTCX	57651	0214	5,700	CUFT			08 77	47,134	18,854	
JTLX	85323	JMI	13,400	GAL			12 80	17,642	9,957	
JNPX	120583	0711	2,900	CUFT			01 86	65,572	53,824	
JNPX	120584	0711	2,900	CUFT			01 86	65,572	53,824	
JNPX	120585	0711	2,900	CUFT			01 86	65,572	53,824	
-----										
NUMBER OF CARS			22						# 984,600 #	460,541

PROGRAM ACTB1027

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

CERTIFICATE TRUST SERIES: R008

RUN DATE: 7/31/89

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
1	BOXF	60	CPAA205094
1	TA	13,000	TCDX13236
2	TM	14,500	13173,13187
9	TM	20,000	48096,48106,58703,58718,58727,58729,58745, 58916,58925
2	TMI	8,000	74001,74017
5	TMI	12,200	42233,42235,42239,42245,42252
4	TMI	13,333	75940,75952,75960,75980
3	TMI	20,000	75504,75509-75510
1	TMI	26,000	74693
1	TP	26,000	37312
7	TP	33,800	37633,37652,37750,37800,37838,37888,38094
1	TPA	14,000	13150
3	TPI	17,300	28091,28109,28129

40 TOTAL

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
 WRECKED/RETIRED CARS (SCHEDULE B)  
 R 8 SERIES 8 07/28/89

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES-		-----DATES-----		CERTIFICATE TRUST COST	NET BOOK VALUE
				CO	CTY	IN USE	WRECKED/RETIRED		
CPAA 203094	BOXF	60	FEET	3	2	10/70	01/89	\$ 21,395	\$ 1,337
TCDA 13236	TA	13,000	GAL	1	1	06/78	05/89	36,195	1,185
UTLX 13150	TPA	14,000	GAL	1	1	10/70	01/89	14,993	25,260
UTLX 13173	TM	14,500	GAL	1	1	10/70	11/88	19,408	817
UTLX 13187	TM	14,500	GAL	1	1	10/70	05/89	19,407	1,230
UTLX 28091	TPI	17,300	GAL	1	1	10/70	06/89	19,404	3,690
UTLX 28109	TPI	17,300	GAL	1	1	10/70	06/89	19,403	1,909
UTLX 28129	TPI	17,300	GAL	1	1	10/70	02/88	19,403	3,155
UTLX 37312	TP	33,800	GAL	1	1	10/70	04/89	20,502	22,800
UTLX 37633	TP	33,800	GAL	1	1	10/70	11/88	17,842	18,500
UTLX 37652	TP	33,800	GAL	1	1	10/70	11/88	17,842	18,500
UTLX 37750	TP	33,800	GAL	1	1	10/70	11/88	17,711	18,500
UTLX 37800	TP	33,800	GAL	1	1	10/70	12/88	17,711	18,500
UTLX 37838	TP	33,800	GAL	1	1	10/70	11/88	17,780	18,500
UTLX 37868	TP	33,800	GAL	1	1	10/70	09/88	17,780	2,277
UTLX 38094	TP	33,800	GAL	1	1	10/70	08/88	17,068	1,681
UTLX 42233	TMI	12,200	GAL	1	1	10/70	12/88	29,014	4,500
UTLX 42235	TMI	12,200	GAL	1	1	10/70	04/89	29,014	7,183
UTLX 42239	TMI	12,200	GAL	1	1	10/70	10/88	29,015	4,883
UTLX 42245	TMI	12,200	GAL	1	1	10/70	08/88	28,561	4,318
UTLX 42252	TMI	12,200	GAL	1	1	10/70	04/88	28,561	938
UTLX 48096	TM	20,000	GAL	1	1	10/70	04/89	14,998	1,174
UTLX 48106	TM	20,000	GAL	1	1	10/70	06/88	14,998	26,076
UTLX 58703	TM	20,000	GAL	1	1	10/70	04/89	17,225	38,863
UTLX 58718	TM	20,000	GAL	1	1	10/70	04/89	17,225	39,067
UTLX 58727	TM	20,000	GAL	1	1	10/70	04/89	17,225	39,067
UTLX 58729	TM	20,000	GAL	1	1	10/70	01/89	17,225	39,067
UTLX 58745	TM	20,000	GAL	1	1	10/70	12/87	17,225	2,660
UTLX 58916	TM	20,000	GAL	1	1	10/70	05/88	15,393	2,660
UTLX 58925	TM	20,000	GAL	1	1	10/70	08/88	15,393	2,447
UTLX 74693	TMI	26,000	GAL	1	1	10/70	05/88	26,198	2,864
UTLX 75504	TMI	20,000	GAL	1	1	10/70	04/88	17,488	2,429
UTLX 75509	TMI	20,000	GAL	1	1	10/70	05/89	17,488	28,805
UTLX 75510	TMI	20,000	GAL	1	1	10/70	06/87	17,488	1,605
UTLX 75940	TMI	13,333	GAL	1	1	10/70	06/88	17,685	1,605
UTLX 75952	TMI	13,333	GAL	1	1	10/70	01/89	17,685	1,165
UTLX 75960	TMI	13,333	GAL	1	1	10/70	12/88	17,685	1,834
UTLX 75980	TMI	13,333	GAL	1	1	10/70	11/88	17,685	2,988
UTLX 74001	TMI	8,000	GAL	1	1	10/70	07/89	16,138	1,221
UTLX 74017	TMI	8,000	GAL	1	1	10/70	07/89	16,138	1,644

NUMBER OF CARS 40

\$ 786,595 \$ 416,904