

DONELAN, CLEARY, WOOD & MASER, P. C.

ATTORNEYS AND COUNSELORS AT LAW

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WASHINGTON, D. C. 20005-4078

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TELECOPIER: (202) 371-0900

September 21, 1994

Recordation Nos. 14647-F and 14674-G

0180372019

36.00 filing fees

RECORDATION NO. 14647-F & G  
FILED 1425

SEP 21 1994 - 11 10 AM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Williams:

On behalf of Union Tank Car Company, I submit for filing and recording under 49 U.S.C. § 11303 and the regulations promulgated thereunder, counterparts of two secondary documents, not previously recorded, both dated as of September 15, 1994.

The document to be recorded under Recordation No. 14647-F is entitled Third Supplemental Trust Agreement Union Tank Car Company (Series P-4) and acts to substitute under the Equipment Trust Agreement dated as of April 15, 1985, recorded with the Interstate Commerce Commission ("ICC") on May 14, 1985 under Recordation No. 14647 ("ETA") between the hereunder identified parties, car number UTLX 900111 for car number UTCX 58037.

The document to be recorded under Recordation No. 14647-G is entitled Bill of Sale and acts as a release by the Trustee from the ETA to Union Tank Car Company car number UTCX 58037.

The parties to the two above-mentioned documents are:

The First National Bank of Chicago - Trustee/Releasing Party.  
One First National Plaza  
Chicago, Illinois 60670

Union Tank Car Company - Company/Party to whom Unit Released.  
225 West Washington Street  
Chicago, Illinois 60606

The units of equipment covered by the two enclosed documents are as mentioned above.

A short summary to be put in the ICC Index Book as to the Third Supplemental Trust Agreement Union Tank Car Company (Series P-4), (Recordation No. 14647-F), is as follows:

"Substitute of UTLX 900111 for UTCX 58037."

A short summary to be put in the ICC Index Book as to the Bill of Sale (Recordation No. 14647-G), is as follows:

"Release from Trust of UTCX 58037."

Enclosed is a check in the amount of thirty-six dollars (\$36.00) in payment of the filing fees.

RECORDATION NO. 14647G  
FILED 1425

SEP 21 1994 - 11 10 AM

INTERSTATE COMMERCE COMMISSION

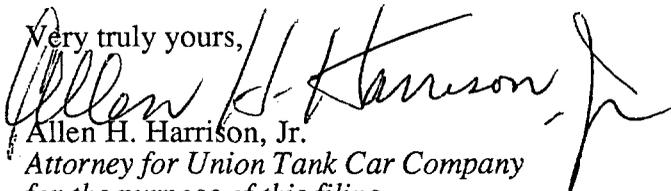
SEP 21 11 08 AM '94  
LICENSING BRANCH

RECEIVED  
OFFICE OF THE  
SECRETARY

Counterparts - to Williams

DONELAN, CLEARY, WOOD & MASER, P. C

Once the filings have been made, please return to bearer the stamped counterpart(s) of the documents not required for filing purposes, together with the letter/fee receipt from the ICC acknowledging the filings, and the two extra copies of this letter of transmittal.

Very truly yours,  
  
Allen H. Harrison, Jr.  
*Attorney for Union Tank Car Company  
for the purpose of this filing.*

Honorable Vernon A. Williams  
Acting Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423  
*Enclosures*  
**BY HAND**  
8339-020

# Interstate Commerce Commission

Washington, D.C. 20423

9/21/94

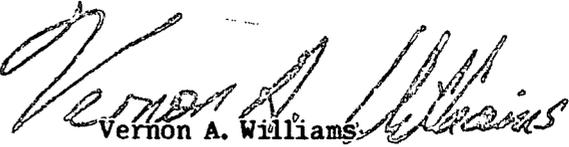
OFFICE OF THE SECRETARY

Allen H. Harrison, Jr.  
Donelan, Cleary, Wood & Maser, PC  
1275 K Street, NW., Ste. 850  
Washington, DC., 20005-4078

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 9/21/94 at 11:10AM, and assigned recordation number(s). 14647-F and 14647-G.

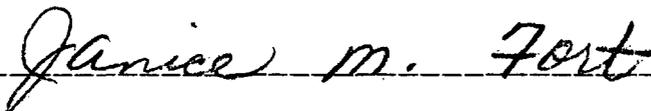
Sincerely yours,

  
Vernon A. Williams  
Acting Secretary

Enclosure(s)

\$ 36.00 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



F. C. & copy

14647-F

THIRD SUPPLEMENTAL TRUST AGREEMENT RECORDATION NO. 14647-F FILED 1425

UNION TANK CAR COMPANY (SERIES P-4) SEP 21 1994 - 11 10 AM

INTERSTATE COMMERCE COMMISSION

THIS THIRD SUPPLEMENTAL TRUST AGREEMENT, dated as of September 15, 1994, 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 Chicago ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated as of April 15, 1985, providing for the issue of its Equipment Certificates (Series P-4) in the aggregate principal amount of \$75,000,000.

B. Company desires to comply with Section 4.07 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.

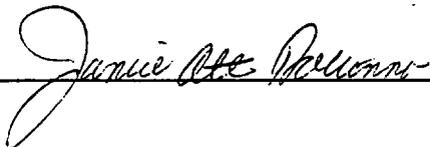
UNION TANK CAR COMPANY

By:   
R. C. Gluth,  
Executive Vice President

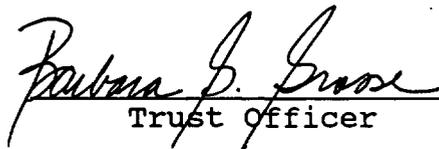
Attest:

  
Robert W. Webb, Secretary

THE FIRST NATIONAL BANK OF CHICAGO

By: 

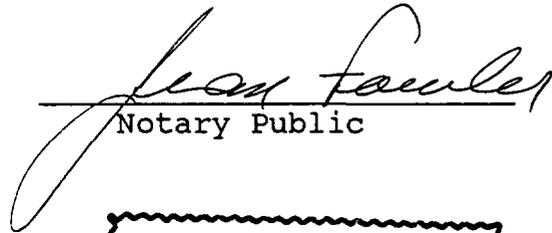
Attest:

  
Trust Officer

UTC2044P

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 15th day of September, 1994, 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.

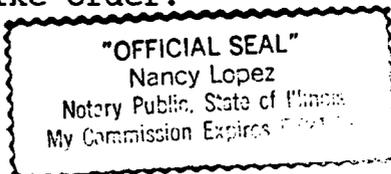
  
Notary Public

My Commission Expires:  
\_\_\_\_\_



STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 16<sup>th</sup> day of September, 1994, before me personally came JANICE OTT ROTUNNO, to me known, who, being by me duly sworn, did depose and say that he/she is Assistant Vice President of The First National Bank of Chicago, 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.



  
Notary Public

My Commission Expires:  
\_\_\_\_\_

PROGRAM ACTB1025  
 UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
 SCHEDULE A - DESCRIPTION OF EQUIPMENT  
 FOR SUBSTITUTION  
 RUN DATE: 09/14/94

CERTIFICATE TRUST SERIES: P004

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
1	T565	20,000	UTLX900111

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 1 TOTAL

PROGRAM ACTB1027      UNION TANK CAR COMPANY - TREASURERS DEPARTMENT      RUN DATE: 09/14/94  
 SCHEDULE B - DESCRIPTION OF RETIRED EQUIPMENT  
 TERMINATED EQUIPMENT  
 CERTIFICATE TRUST SERIES: P004

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
1	LOC	5,800	UTCX58037

-----  
 1 TOTAL

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 Third Supplemental Trust Agreement dated as of September 15, 1994, 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 16th day of September, 1994.

  
Notary Public

