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1-168A089



Union Tank Car Company

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

RECORDATION NO. 12791-L FILED 1991

JUN 17 1991 -3 45 PM

INTERSTATE COMMERCE COMMISSION

June 14, 1991

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

RECORDATION NO. 12791-M FILED 1991

JUN 17 1991 -3 45 PM

INTERSTATE COMMERCE COMMISSION

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

Re: Equipment Trust Agreement (Series 18)
Recordation No. 12791

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Sixth Supplemental Equipment Trust Agreement dated as of February 14, 1991, between Union Tank Car Company and 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 \$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
UTC18
Enclosures

RECEIVED
JUN 17 1991
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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 Sixth Supplemental Trust Agreement dated as of February 14, 1991 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 14th day of June, 1991.

Jean Fowler
Notary Public

UTC18



SIXTH SUPPLEMENTAL TRUST AGREEMENT
UNION TANK CAR COMPANY (SERIES 18)

1279/L
JUN 17 1991 - 3 45 PM
INTERSTATE COMMERCE COMMISSION

THIS SIXTH SUPPLEMENTAL TRUST AGREEMENT, dated as of February 14, 1991, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and Manufacturers Hanover Trust Company, as Trustee ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated January 15, 1981, providing for the issue of its Equipment Certificates (Series 18) in the aggregate principal amount of \$75,000,000.

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.

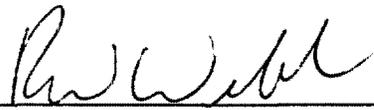
4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each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

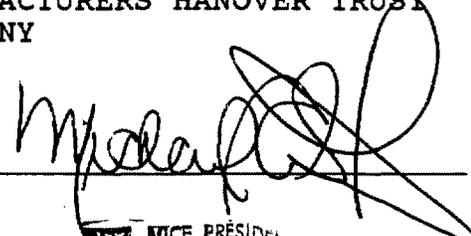
UNION TANK CAR COMPANY

By: 
R. C. Gluth,
Executive Vice President

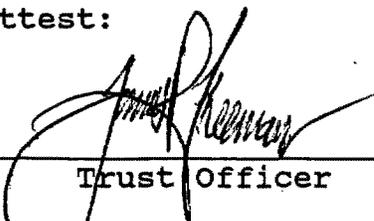
Attest:


Robert W. Webb, Secretary

MANUFACTURERS HANOVER TRUST
COMPANY

By: 
VICE PRESIDENT

Attest:

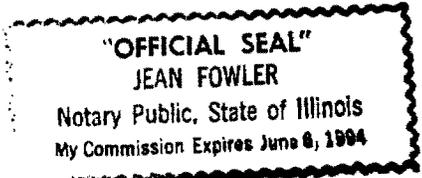

Trust Officer
UTC18

STATE OF ILLINOIS)
)
COUNTY OF COOK) ss

On February 14, 1991, 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

My Commission Expires:



STATE OF NEW YORK)
)
COUNTY OF _____) ss

On this 4th day of JUNE, 1991, before me personally came Michael A. Smith, to me known, who, being by me duly sworn, did depose and say that he is ASST. VICE PRESIDENT of Manufacturers Hanover Trust 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.

Alicia Castelle
Notary Public

My Commission Expires:

UTC18 ALICIA CASTELLE
Notary Public, State of New York
No. 4965185
Qualified in Nassau County
Certificate filed in New York County
Commission Expires April 16, 1992

RUN DATE: 03/14/91

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

PROGRAM ACTB1025

CERTIFICATE TRUST SERIES: R018

QUANTITY A.A.R.
 MECHANICAL
 DESIG. CODE CAPACITY
 IN
 GALLONS

ROAD NUMBERS

1	C214	6,100	UTCX59068
1	TL	20,000	11085
1	T095	19,000	200537
1	T106	23,500	641714

4 TOTAL

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 RAILCAR SUBSTITUTIONS (SCHEDULE A)
 R 18 SERIES 18 03/14/91

PAGE - 1

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES-		-----DATES-----		CERTIFICATE TRUST COST	NET BOOK VALUE
				CO	CTY	IN USE	WRECKED/ RETIRED		
UTLX 11085	TL	20,000	GAL	1	1	08	80	\$ 45,000	\$ 21,187
UTLX 641714	T106	23,500	GAL	1	1	12	89	53,433	50,093
UTLX 200537	T095	19,000	GAL	1	1	12	87	76,523	64,088
UDCX 59068	C214	6,100	CUFT	1	1	10	89	64,113	59,572
<hr/>									
NUMBER OF CARS		4						\$ 239,069	\$ 194,940

RUN DATE: 03/14/91

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

PROGRAM ACTB1027

CERTIFICATE TRUST SERIES: R018

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
8	BOXT	70	WCTR102327, WCTR102381, WCTR102442, WCTR102524, WCTR102605, WCTR102628, WCTR102722, WCTR102739
1	T108	30,000	200328

9 TOTAL

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 WRECKED/RETIRED CARS (SCHEDULE B)
 R 1B SERIES 1B 3/14/91

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES-		----DATES----		CERTIFICATE TRUST COST	NET BOOK VALUE
						IN USE	WRECKED/ RETIRED		
UTLX 200328	T10B	30,000	GAL.	1	1	01/88	11/90	\$ 40,641	\$ 34,206
UCTR 102327	BOXT	70	TON	4	1	02/80	11/90	43,185	19,253
UCTR 102381	BOXT	70	TON	4	1	02/80	11/90	43,185	19,253
UCTR 102442	BOXT	70	TON	4	1	02/80	11/90	43,185	19,253
UCTR 102524	BOXT	70	TON	4	1	04/80	05/90	45,156	20,508
UCTR 102605	BOXT	70	TON	4	1	04/80	11/90	45,156	20,508
UCTR 102628	BOXT	70	TON	4	1	04/80	11/90	45,156	20,508
UCTR 102722	BOXT	70	TON	4	1	04/80	05/90	45,156	20,508
UCTR 102739	BOXT	70	TON	4	1	04/80	11/90	45,155	20,508

NUMBER OF CARS		9						\$ 395,975	\$ 194,505