



Union Tank Car Company

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

RECORDED NO 11858-21 ✓
FILED MS

NOV 23 1993 5:55 PM

VIA CERTIFIED MAIL - RETURN RECEIPT REQUESTED

INTERSTATE COMMERCE COMMISSION

November 3, 1993

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

RECORDED NO 11858-21
FILED MS

NOV 23 1993 5:55 PM

INTERSTATE COMMERCE COMMISSION

Attn: Ms. Mildred R. Lee
Room 2303

Re: Equipment Trust Agreement (Series 17)
Recordation No. 11858

Dear Ms. Lee:

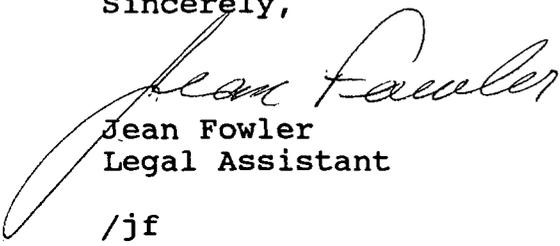
Enclosed are the original and two certified copies of the Eighth Supplemental Equipment Trust Agreement dated as of July 31, 1993, between Union Tank Car Company and The First National Bank of Boston, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee 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 \$32 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) 845-5457.

Thank you.

Sincerely,


Jean Fowler
Legal Assistant

/jff
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

11/24/93

OFFICE OF THE SECRETARY

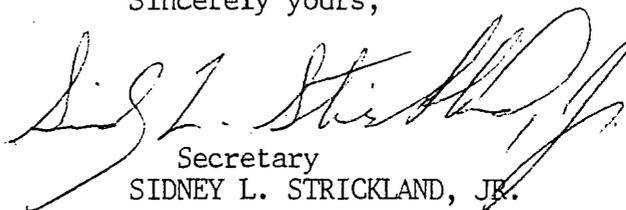
Jean Fowler
Legal Assistant
Union Tank Car Company
225 West Washington Street
Chicago, Illinois 60606

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 **11/23/93** at **2:55pm**, and assigned
recordation number(s).

9111-0 9111-P. 11858-T & 11858-U

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

EIGHTH SUPPLEMENTAL TRUST AGREEMENT

UNION TANK CAR COMPANY
(SERIES 17)

RECORDED BY 11858 T
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INTERSTATE COMMERCE COMMISSION

THIS EIGHTH SUPPLEMENTAL TRUST AGREEMENT, dated as of July 31, 1993, 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 Boston ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated as of May 15, 1980, providing for the issue of its Equipment Certificates (Series 17) 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.

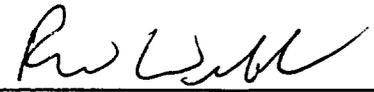
4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each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

THE FIRST NATIONAL BANK OF BOSTON,
AS TRUSTEE

By: 
ACCOUNT MANAGER

Attest:


Trust Officer
ASSISTANT CASHIER
UTC2044

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On October 25, 1993, 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:



Commonwealth

STATE OF MASSACHUSETTS)
COUNTY OF Norfolk)^{ss}

On this 25th day of OCTOBER, 1993, before me personally came ROLAND S. BUSTAFSEN, to me known, who, being by me duly sworn, did depose and say that he/she is ACCOUNT MANAGER of The First National Bank of Boston, 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.

Ch C
Notary Public

My Commission Expires:

9/27/96

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

PROGRAM ACTB1025

07/31/93

CERTIFICATE TRUST SERIES: R017

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
3	TA	21,000	UTLX85595, UTLX85612, UTLX85851
10	TL	20,000	UTLX11205, UTLX11211, UTLX11219, UTLX11221- UTLX11226, UTLX11231
2	TM	14,000	UTLX15964-UTLX15965
1	TM	23,000	UTLX983
1	TMI	12,200	UTLX42455

17	TOTAL		

PROGRAM ACTB1027 UNION TANK CAR COMPANY - TREASURERS DEPARTMENT 07/31/93
 SCHEDULE B - DESCRIPTION OF RETIRED EQUIPMENT
 TERMINATED EQUIPMENT

CERTIFICATE TRUST SERIES: R017

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
15	BOXT	70	BCIT841991, BCIT842019, BCIT842052, BCIT842097, NAR 50125, NAR 50134, NAR 50161, NAR 50164, WCTR101566-WCTR101567, WCTR101630, WCTR101920, WCTR101959, WCTR102026, WCTR102221
1	COVE	4,650	UNPX120378
2	TA	13,500	UTLX13037, UTLX13091
3	TA	13,684	UTLX11362, UTLX11370, UTLX11415
3	TA	14,000	UTLX1598, UTLX1613, UTLX11269
1	TM	14,000	UTLX24885
1	TM	20,000	UTLX69835
4	TM	23,500	UTLX68326, UTLX68328, UTLX68964, UTLX68970
1	TP	17,300	UTLX27737
1	TP1	34,000	UTLX98749

 32 TOTAL
