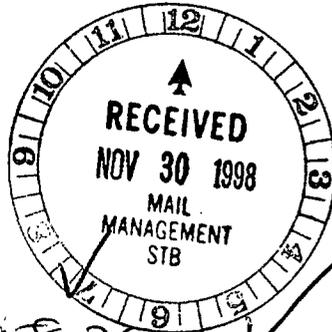




**Union Tank Car Company**

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



RECORDATION NO 11858-252

FILED

NOV 30 '98

1-13 PM

November 25, 1998

Surface Transportation Board  
12th Street & Constitution Avenue, N.W.  
Washington, DC 20423

Attn: Ms. Janice M. Fort  
Room 2311

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

NOV 30 1 13 PM '98  
RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Dear Ms. Fort:

Enclosed are the original and two certified copies of the Tenth Supplemental Equipment Trust Agreement dated as of July 31, 1998, between Union Tank Car Company and State Street Bank, as Trustee, and the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

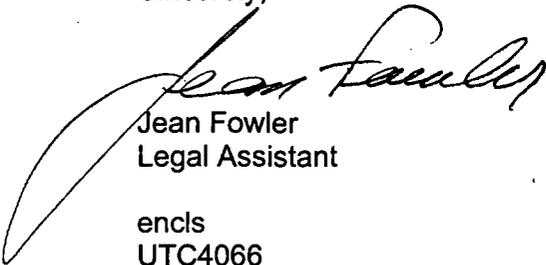
Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$52 for the filing fee.

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

encls  
UTC4066

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Date: 11/30/98

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

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 11/30/98 at 1:13PM , and

assigned recordation number(s). 11858-X and 11858-Y.

Sincerely Yours,



Vernon A. Williams

(2)  
52.00

\$\_\_\_\_\_ 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. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature \_\_\_\_\_



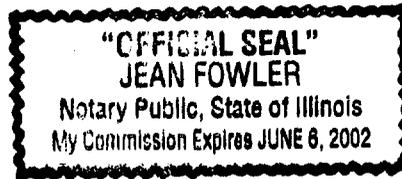
STATE OF ILLINOIS )  
                                  )  
COUNTY OF COOK )

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 Tenth Supplemental Trust Agreement dated as of July 31, 1998, 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 23rd day of November, 1998.

  
\_\_\_\_\_  
Notary Public



RECORDATION NO. 11858-2 ✓  
FILED

NOV 30 '98

1-13 PM

TENTH SUPPLEMENTAL TRUST AGREEMENT

UNION TANK CAR COMPANY (SERIES 17)

THIS TENTH SUPPLEMENTAL TRUST AGREEMENT, dated as of July 31, 1998, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and State Street Bank and Trust Company, as successor to The First National Bank of Boston ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement dated as of May 15, 1980 ("Trust Agreement") 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

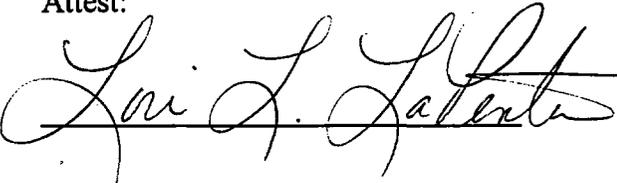
Attest:

  
Robert W. Webb, Secretary

STATE STREET BANK AND TRUST COMPANY,  
as Trustee

By:   
Roland S. Gustafsen  
ASSISTANT VICE PRESIDENT

Attest:



UTC2044

STATE OF ILLINOIS )  
 ) ss  
COUNTY OF COOK )

On November 17, 1998, 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.

Janis L. Meyer  
Notary Public



STATE OF MASSACHUSETTS)  
 ) ss  
COUNTY OF SUFFOLK )

On November 18, 1998, before me personally came ROLAND S. GUSTAFSEN to me known, who, being by me duly sworn, did depose and say that he/she is ACTIVE PRESIDENT of State Street Bank and Trust Company, 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.

Beverly Ann Burack  
Notary Public

**BEVERLY ANN BURACK**  
Notary Public  
My Commission Expires April 16, 2004

7/31/98

UNION TANK CAR COMPANY - TREASURER'S DEPARTMENT  
RAILCAR SUBSTITUTIONS (SCHEDULE A)  
DESCRIPTION OF EQUIPMENT FOR SUBSTITUTION

CERTIFICATE TRUST SERIES: R017

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL./CUFT.)</u>	<u>ROAD NUMBERS</u>
2	T106	23,500	UTLX 68756, UTLX 68761
19	T907	24,800	UTLX 98060, 98085, 98090, 98091, UTLX 98093, 98096, 98107-98109, UTLX 98111-98113, 98121, 98136, UTLX 98137, 98188, 98196, 98197, UTLX 98198
<hr/> 21	TOTAL		

7/31/98

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
 WRECKED/RETIRED CARS (SCHEDULE B)  
 SERIES 17 (R17)

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
2	BOXT	70 TON	NAR 50105, NAR 50124
15	COVE	2,900	UNPX 120402-120416
2	COVE	2,100	UNPX 121893, UNPX 121897
1	TA	13,600	UTLX 11373
1	TM	20,500	UTLX 57843
1	TM	20,600	UTLX 68631
1	TMI	13,300	UTLX 69594
1	TP	17,400	UTLX 27713
1	TP	24,800	UTLX 26032
2	TPI	13,300	UTLX 69710, UTLX 69741
1	TPI	33,800	UTLX 98925
2	T054	12,750	UTLX 11160, UTLX 11168
1	T054	14,000	UTLX 24881
1	T054	20,500	UTLX 68940
1	T054	23,500	UTLX 68965
<hr/>			
33	TOTAL		