



THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606, Tel. (312) 372-9500, Fax (312) 845-5305, Telex 253112 CGO

RECORDATION NO. 13199-2  
FILED 1425

RECORDATION NO. 13199-4  
FILED 1425

May 8, 1990

MAY 10 1990 -2:25 PM

MAY 10 1990 -2:25 PM

CERTIFIED MAIL INTERSTATE COMMERCE COMMISSION  
RETURN RECEIPT REQUESTED

9-130A045

INTERSTATE COMMERCE COMMISSION

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

MAY 10 2 18 PM '90  
MOTOR OPERATING UNIT

Re: Equipment Trust Agreement (Series 19)  
Recordation No. 13199  
Recordation Date: July 22, 1981

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Fourth Supplemental Trust Agreement dated February 14, 1990, between Union Tank Car Company and Security Pacific National Bank, 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  
UTC/ICC  
Enclosures

RECORDATION NO 13199-44 FILED 1425

MAY 10 1990 -2:55 PM

INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK )

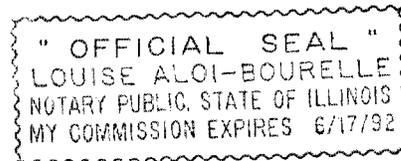
CERTIFICATE

The undersigned, Louise Aloi-Bourelle, a Notary Public, hereby states that she has compared the attached copy of the Supplemental Trust Agreement dated February 14, 1990, 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 8th day of May, 1990.

Louise Aloi-Bourelle  
Notary Public

UTCICC



FOURTH SUPPLEMENTAL TRUST AGREEMENT  
UNION TANK CAR COMPANY (SERIES 19)

RECORDATION NO 131990-4  
FILED 1025

MAY 10 1990 - 2:35 PM

INTERSTATE COMMERCE COMMISSION

THIS FOURTH SUPPLEMENTAL TRUST AGREEMENT, dated as of February 14, 1990, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and Security Pacific National Bank, as Trustee ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated July 15, 1981, providing for the issue of its Equipment Certificates (Series 19) in 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.

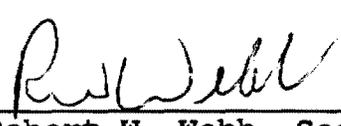
4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each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

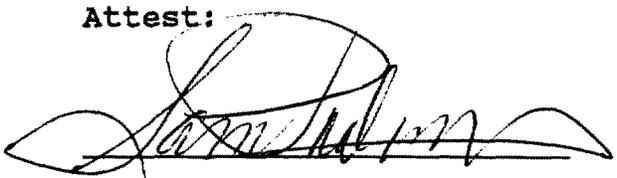
Attest:

  
Robert W. Webb, Secretary

SECURITY PACIFIC NATIONAL BANK

By:   
WILLIAM RAMIREZ  
Assistant Vice President

Attest:





## UNION TANK CAR COMPANY - TREASURERS DEPARTMENT

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## RAILCAR SUBSTITUTIONS (SCHEDULE A)

R 19 SERIES 19 02/14/90

ROAD NUMBER	CAR CAPACITY	UNIT MEAS	AAR CODE	-CODES- CO. CTY	IN USE	TRUST COST	NET BOOK VALUE
UTCX047642	5,800	CUFT	C214	1 1	01/90	50,555	50,344
UTCX048177	5,800	CUFT	C214	1 1	01/90	50,555	50,344
UTCX048178	5,800	CUFT	C214	1 1	01/90	50,555	50,344
UTCX048179	5,800	CUFT	C214	1 1	01/90	50,555	50,344
UTCX048181	5,800	CUFT	C214	1 1	01/90	50,555	50,344
UTCX048182	5,800	CUFT	C214	1 1	01/90	50,555	50,344
UTCX048185	5,800	CUFT	C214	1 1	01/90	50,555	50,344
UTCX048206	5,800	CUFT	C214	1 1	01/90	50,555	50,344
UTCX048256	5,800	CUFT	C214	1 1	01/90	53,936	53,711
UTCX048258	5,800	CUFT	C214	1 1	01/90	53,936	53,711
UTLX647100	23,500	GAL	T096	1 1	10/89	130,512	128,337
UTLX600359	18,000	GAL	T104	1 1	01/90	47,111	46,915

NUMBER OF CARS

12

\$689,935

\$685,426

PROGRAM ACTB1025

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

RUN DATE: 02/14/90

CERTIFICATE TRUST SERIES: R019

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
10	C214	5,800	UTCX47642, UTCX48177-UTCX48179, UTCX48181- UTCX48182, UTCX48185, UTCX48206, UTCX48256, UTCX48258
1	T096	23,500	647100
1	T104	18,000	600359
-----			
12	TOTAL		

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT

WRECKED/RETIRED CARS (SCHEDULE B)

R 19 SERIES 19 02/14/90

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES-		-----DATES-----		CERTIFICATE TRUST COST	NET BOOK VALUE
						IN USE	WRECKED/RETIRED		
BCOL 866009	BULK	100	TON	3	2	09/80	08/86	\$ 46,768	\$ 24,748
BCOL 866669	BULK	100	TON	3	2	09/80	10/86	46,359	24,532
BCOL 866682	BULK	100	TON	3	2	09/80	08/86	46,359	24,532
UTCX 43064	LOC	4,750	CUFT	1	1	06/80	08/85	46,500	24,025
UTCX 43897	LOC	4,750	CUFT	1	1	04/80	08/87	39,477	20,067
UTCX 44937	LOC	4,750	CUFT	1	1	12/80	08/85	46,423	25,146
UTCX 44939	LOC	4,750	CUFT	1	1	12/80	08/87	46,423	25,146
UTCX 45005	LOC	4,750	CUFT	1	1	12/80	08/85	46,423	25,146
UTCX 45072	LOC	4,750	CUFT	1	1	12/80	08/85	46,423	25,146
UTLX 11037	TL	20,000	GAL	1	1	08/80	05/89	15,932	8,364
UTLX 11114	TA	13,000	GAL	1	1	08/80	07/87	37,297	19,581
UTLX 24942	TM	14,000	GAL	1	1	06/80	08/86	42,006	21,703
UTLX 26019	TP	25,000	GAL	1	1	12/80	12/85	48,076	26,041
UTLX 60814	TM	13,000	GAL	1	1	04/80	11/88	39,256	19,955
UTLX 67406	TM	23,500	GAL	1	1	10/81	12/89	45,848	26,745
UTLX 67430	TM	23,500	GAL	1	1	10/81	05/85	45,848	26,745
UTLX 67463	TM	23,500	GAL	1	1	12/81	04/87	43,667	25,836
UTLX 67479	TM	23,500	GAL	1	1	12/81	11/89	43,667	25,836
UTLX 67482	TM	23,500	GAL	1	1	12/81	12/85	43,667	25,836
UTLX 67564	TM	23,500	GAL	1	1	12/81	03/87	45,848	27,127
UTLX 67957	TM	23,500	GAL	1	1	12/80	05/89	40,908	22,158
UTLX 68820	TM	23,500	GAL	1	1	08/80	09/89	42,150	22,129
UTLX 69569	TMI	13,350	GAL	2	2	06/80	09/88	42,716	22,070
UTLX 85672	TM	17,600	GAL	1	1	12/80	07/88	38,765	20,998
UTLX 85832	TM	17,600	GAL	1	1	01/81	01/89	40,421	22,063
UTLX 98302	TP	25,000	GAL	1	1	05/80	07/86	47,865	24,531
UTLX 630065	T104	16,000	GAL	1	1	02/88	08/89	41,855	37,670
UTLX 640115	T105	20,000	GAL	1	1	10/87	05/89	44,978	39,731

NUMBER OF CARS 28

\$ 1,201,925 \$ 683,607

PROGRAM ACTB1027

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

RUN DATE: 02/14/90

CERTIFICATE TRUST SERIES: R019

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
3	BULK	100	BCDL866009,BCDL866669,BCDL866682
6	LOC	4,750	UTCX43064,UTCX43897,UTCX44937,UTCX44939, UTCX45005,UTCX45072
1	TA	13,000	11114
1	TL	20,000	11037
1	TM	13,000	60814
1	TM	14,000	24942
2	TM	17,600	85672,85832
8	TM	23,500	67406,67430,67463,67479,67482,67564,67957, 68820
1	TMI	13,350	69569
2	TP	25,000	26019,98302
1	T104	16,000	630065
1	T105	20,000	640115

28 TOTAL