

1-340A017



**Union Tank Car Company**

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

November 15, 1991

**CERTIFIED MAIL  
RETURN RECEIPT REQUESTED**

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

Attn: Ms. Mildred R. Lee  
Room 2303

Re: Equipment Trust Agreement (Series 16)  
Recordation No. 10497

Dear Ms. Lee:

Enclosed are the original and two certified copies of the Sixth Supplemental Equipment Trust Agreement dated as of July 31, 1991, between Union Tank Car Company and The First National Bank of Chicago, 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  
UTC16  
Enclosures

RECORDATION NO. 10497 FILED 1991

DEC 6 1991 3:30 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 10497 FILED 1991

DEC 6 1991 3:30 PM

INTERSTATE COMMERCE COMMISSION

DEC 8 2 21 PM '91  
MOTOR OPERATING UNIT





**THE MARMON GROUP, INC.**

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

November 27, 1991

**CERTIFIED MAIL  
RETURN RECEIPT REQUESTED**

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

Attn: Ms. Mildred R. Lee  
Room 2303

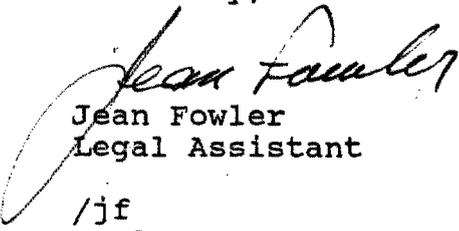
Re: Union Tank Car Company  
Equipment Trust Agreement (Series 16)  
Recordation No. 10497

Dear Ms. Lee:

In response to your telephone advice, we are enclosing our check in the amount of \$2 to cover the increased fee to record the documents sent to you with our letter of November 15, 1991.

Thank you.

Sincerely,

  
Jean Fowler  
Legal Assistant

/jf  
encl.

Interstate Commerce Commission  
Washington, D.C. 20423

12/9/91

OFFICE OF THE SECRETARY

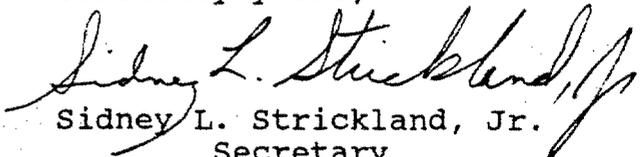
Patrick J. Allen  
Senior Attorney  
Union Tank Car Company  
225 West Washington, Street  
Chicago, Illinois 60606

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 12/6/91 at 2:30pm, and assigned recordation number(s).

10497-Q & 10497-R

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK )

REGISTRATION NO. 10497-9  
DEC 6 1991 2:34 PM  
INTERSTATE COMMERCE COMMISSION

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 July 31, 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 13th day of November, 1991.

*Jean Fowler*  
\_\_\_\_\_  
Notary Public

UTC16



SIXTH SUPPLEMENTAL TRUST AGREEMENT  
UNION TANK CAR COMPANY (SERIES 16)

DEC 6 1991 3:39 PM  
INTERSTATE COMMERCIAL BANK

THIS SIXTH SUPPLEMENTAL TRUST AGREEMENT, dated as of July 31, 1991, 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, as successor to Wells Fargo Bank, N.A., as Trustee ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated June 1, 1979, providing for the issue of its Equipment Certificates (Series 16) in the aggregate principal amount of \$60,000,000.

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 CHICAGO

By: 

Attest:

  
Trust Officer

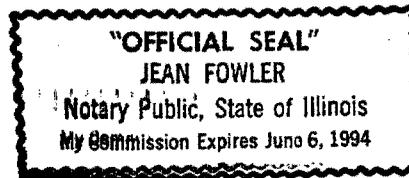
UTC16

STATE OF ILLINOIS     )  
                                  )  
COUNTY OF COOK        )     ss

On November 1, 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:  
\_\_\_\_\_

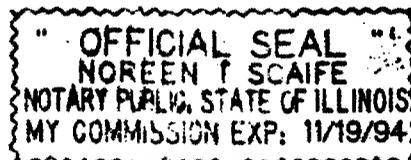


STATE OF ILLINOIS     )  
                                  )  
COUNTY OF COOK        )     ss

On this 6<sup>th</sup> day of November, 1991, 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.

*Noreen T. Scaife*  
\_\_\_\_\_  
Notary Public

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



UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
RAILCAR SUBSTITUTIONS (SCHEDULE A)

R 16 SERIES 16

07/29/91

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES-		-----DATES-----		CERTIFICATE TRUST COST	NET BOOK VALUE
						IN USE	WRECKED/RETIRED		
LX 11111	TA	13,000	GAL.	1	1	08	80	\$ 37,296	\$ 16,939
LX 11112	TA	13,000	GAL.	1	1	08	80	37,296	16,939
LX 11113	TA	13,000	GAL.	1	1	08	80	37,297	16,939
LX 11115	TA	13,000	GAL.	1	1	08	80	37,297	16,939
LX 11116	TA	13,000	GAL.	1	1	08	80	37,297	16,939
LX 11117	TA	13,000	GAL.	1	1	08	80	37,297	16,939
LX 11118	TA	13,000	GAL.	1	1	08	80	37,297	16,939
LX 11119	TA	13,000	GAL.	1	1	08	80	37,297	16,939
LX 11120	TA	13,000	GAL.	1	1	08	80	37,297	16,939
LX 11121	TA	13,000	GAL.	1	1	08	80	37,297	16,939
LX 42969	TA	26,000	GAL.	1	1	07	80	77,765	34,994
LX 67862	TP	20,000	GAL.	1	1	12	80	50,165	23,619
LX 26001	TP	25,000	GAL.	1	1	12	80	48,076	22,636
LX 26008	TP	25,000	GAL.	1	1	12	80	48,076	22,636
LX 26010	TP	25,000	GAL.	1	1	12	80	48,076	22,636
LX 26012	TP	25,000	GAL.	1	1	12	80	48,076	22,636
LX 26014	TP	25,000	GAL.	1	1	12	80	48,076	22,636
LX 26015	TP	25,000	GAL.	1	1	12	80	48,076	22,636
LX 26018	TP	25,000	GAL.	1	1	12	80	48,076	22,636
LX 26020	TP	25,000	GAL.	1	1	12	80	48,076	22,636
LX 12637	TA	14,000	GAL.	1	1	04	80	32,171	14,075

NUMBER OF CARS 21 \$ 917,677 \$ 423,166

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
 WRECKED/RETIRED CARS (SCHEDULE B)  
 R 16 SERIES 16 07/24/91

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY		-----DATES-----		CERTIFICATE TRUST COST	NET BOOK VALUE
						IN USE	WRECKED/ RETIRED		
LT 841699	ROXT	70	TON	2	2	04/79	08/88	\$ 34,103	\$ 13,215
LT 841708	ROXT	70	TON	2	2	04/79	11/90	34,103	13,215
LT 841830	ROXT	70	TON	2	2	04/79	04/91	34,103	13,215
LT 841856	ROXT	70	TON	2	2	04/79	12/88	34,103	13,215
CX 1541	TP	11,000	GAL	1	1	04/67	04/88	11,836	0
CX 16759	TA	10,000	GAL	1	1	06/67	12/90	11,381	0
CX 43637	LDC	4,750	CUFT	1	1	04/79	01/88	42,504	16,470
CX 45041	LDC	4,750	CUFT	1	1	05/79	11/87	37,001	14,492
CX 45120	LDC	4,750	CUFT	1	1	05/79	04/88	37,001	14,492
CX 45421	LDC	4,750	CUFT	1	1	01/79	04/88	34,250	12,844
CX 45449	LDC	4,750	CUFT	1	1	01/79	01/88	34,250	12,844
CX 46183	C214	5,800	CUFT	1	1	11/87	11/90	45,460	37,126
LX 11614	TA	14,000	GAL	1	1	01/79	02/88	28,083	10,531
LX 11770	TA	13,500	GAL	1	1	01/79	11/89	27,870	10,451
LX 42915	TM	18,000	GAL	1	1	03/79	03/91	51,948	19,913
LX 42922	TM	18,000	GAL	1	1	04/79	03/91	51,948	20,130
LX 66060	TM	17,000	GAL	1	1	05/79	01/88	34,925	13,679
LX 70189	TM	18,000	GAL	1	1	05/79	01/90	33,859	13,261
LX 70194	TM	18,000	GAL	1	1	05/79	03/91	33,859	13,261
LX 70195	TM	18,000	GAL	1	1	05/79	08/88	33,859	13,261
LX 74579	TM	18,000	GAL	1	1	05/79	11/89	33,859	13,261
LX 92063	TP	25,000	GAL	1	1	03/79	11/90	44,000	16,867
LX 96283	TP	25,000	GAL	1	1	03/79	01/89	40,901	15,679
LX 97158	TP	25,000	GAL	1	1	04/79	05/91	42,128	16,325
IPX 101506	ROXT	70	TON	4	1	07/77	12/89	31,028	9,308
IPX 121792	COVE	4,550	CUFT	3	2	04/79	07/91	32,121	12,447
IPX 121804	COVE	4,550	CUFT	3	2	04/79	07/91	32,121	12,447
IPX 121805	COVE	4,550	CUFT	3	2	04/79	07/91	32,121	12,447
IPX 121828	COVE	4,550	CUFT	3	2	04/79	07/91	32,121	12,447
IPX 121850	COVE	4,550	CUFT	3	2	04/79	07/91	32,121	12,447
IPX 121861	COVE	4,550	CUFT	3	2	04/79	07/91	32,121	12,447

NUMBER OF CARS 31 \$ 1,071,088 \$ 421,737