



Union Tank Car Company

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

0100183012

RECORDATION NO. 10497-W FILED 1425

APR 14 1994 -11 20 AM

INTERSTATE COMMERCE COMMISSION

VIA FEDERAL EXPRESS

April 12, 1994

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

RECORDATION NO. 10497-X FILED 1425

APR 14 1994 -11 20 AM

INTERSTATE COMMERCE COMMISSION

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 Ninth Supplemental Equipment Trust Agreement dated as of April 5, 1994, 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 \$36 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me by Federal Express in the envelope enclosed herewith for your use.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,

Jean Fowler
Jean Fowler
Legal Assistant

/jff
Enclosures

UTC4066

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RECEIVED SECRETARY OFFICE OF THE

APR 14 1994 - 11 20 AM

INTERSTATE COMMERCE COMMISSION

NINTH SUPPLEMENTAL TRUST AGREEMENT

UNION TANK CAR COMPANY (SERIES 16)

THIS NINTH SUPPLEMENTAL TRUST AGREEMENT, dated as of April 5, 1994, 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. ("Trustee").

Recitals

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

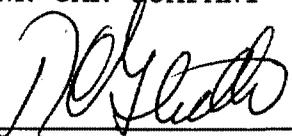
2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in 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.

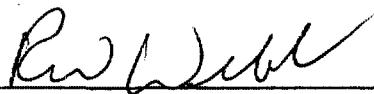
Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.

UNION TANK CAR COMPANY

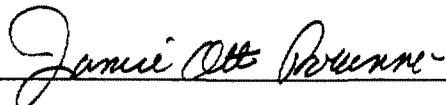
By: 

R. C. Gluth,
Executive Vice President

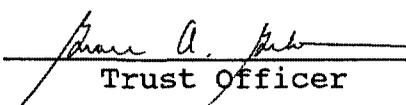
Attest:


Robert W. Webb, Secretary

THE FIRST NATIONAL BANK OF CHICAGO,
as successor to Wells Fargo Bank, N.A.

By: 

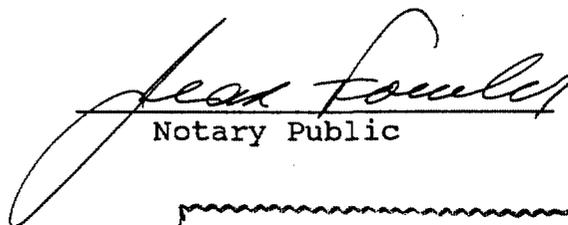
Attest:


Trust Officer

UTC2044

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On April 5, 1994, 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.

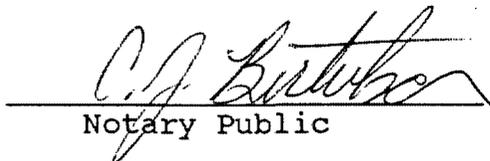

Notary Public

My Commission Expires:



STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this ^{7th} day of April, 1994, before me personally came Janice OTT Potonny, to me known, who, being by me duly sworn, did depose and say that he/she is Assistant Vice Pres 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.


Notary Public

My Commission Expires:

UTC2044



3/29/94

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

CERTIFICATE TRUST SERIES: R016

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL./CUFT.)</u>	<u>ROAD NUMBERS</u>
2	TA	26,000	UTLX 42967-42968
21	TM	13,500	UTLX 60874-60894
30	TM	18,000	UTLX 66197-66226
27	TM	16,000	UTLX 66227-66228, UTLX 66231-66257
7	TM	20,000	UTLX 72075, UTLX 72137, UTLX 72239, UTLX 72665 UTLX 72694, UTLX 72700, UTLX 72903
1	TM	23,500	UTLX 68850
2	TP	16,000	UTLX 66229, UTLX 66258
1	TP	25,000	UTLX 93140
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91	TOTAL		

3/29/94

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
DESCRIPTION OF EQUIPMENT (WRECKED/RETIRED CARS)
SCHEDULE B - SERIES R016

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
25	C214	5,800	UTCX 46215-46239
<hr/>			
25	TOTAL		

Interstate Commerce Commission
Washington, D.C. 20423

April 14, 1994

OFFICE OF THE SECRETARY

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

Dear Ms. Fowler:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on April 14, 1994 at 11:20 AM, and assigned
recordation number(s). 10497-W, 10497-X, 15338-B, 15338-C.

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)