



**Union Tank Car Company**

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

REGISTRATION NO. 10497-<sup>Y, Z</sup> FILED 1496

NOV 22 1994 8 45 AM

INTERSTATE COMMERCE COMMISSION

November 10, 1994

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:

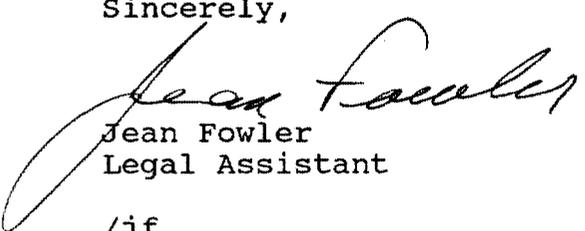
Enclosed are the original and two certified copies of the Tenth Supplemental Equipment Trust Agreement dated as of July 31, 1994, between Union Tank Car Company and The First National Bank of Chicago, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee 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.

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

Thank you.

Sincerely,

  
Jean Fowler  
Legal Assistant

/jff  
Enclosures

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INTERSTATE COMMERCE COMMISSION

## TENTH SUPPLEMENTAL TRUST AGREEMENT

UNION TANK CAR COMPANY (SERIES 16)

THIS TENTH SUPPLEMENTAL TRUST AGREEMENT, dated as of July 31, 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 ("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.

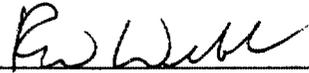
Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.

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

By: \_\_\_\_\_



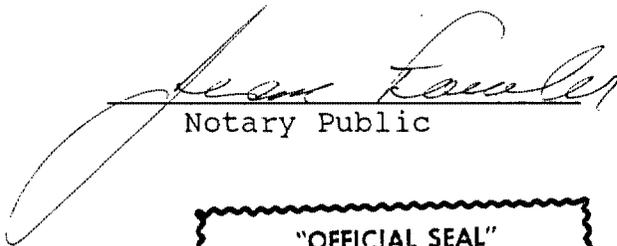
Attest:

  
\_\_\_\_\_  
Trust Officer

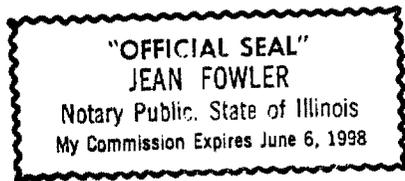
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STATE OF ILLINOIS )  
 ) ss  
COUNTY OF COOK )

On October 28, 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

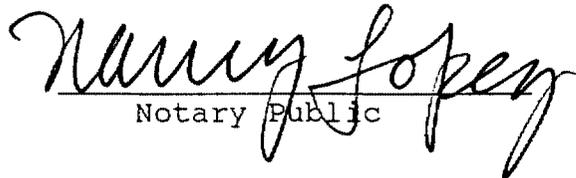
(SEAL)



STATE OF ILLINOIS )  
 ) ss  
COUNTY OF COOK )

On this 31<sup>st</sup> day of October, 1994, before me personally came JANICE GIL 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.



  
Notary Public

(SEAL)

UTC2044

PROGRAM ACTB1025      UNION TANK CAR COMPANY - TREASURERS DEPARTMENT      08/01/94  
 SCHEDULE A - DESCRIPTION OF EQUIPMENT  
 FOR SUBSTITUTION

CERTIFICATE TRUST SERIES: R016

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
10	TM	23,500	UTLX67900-UTLX67905, UTLX67912-UTLX67914, UTLX68718
1	TM	25,000	UTLX98268
7	TP	17,000	UTLX82049, UTLX82104, UTLX82118, UTLX82124- UTLX82125, UTLX82139, UTLX82194

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 18 TOTAL

PROGRAM ACTB1027      UNION TANK CAR COMPANY - TREASURERS DEPARTMENT      08/01/94  
 SCHEDULE B - DESCRIPTION OF RETIRED EQUIPMENT  
 TERMINATED EQUIPMENT

CERTIFICATE TRUST SERIES: R016

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
2	BOXT	70	BCIT841870, BCIT841888
6	BULK	70	BCIT818689-BCIT818690, BCIT818696, BCIT818700, BCIT818708, BCIT818710
3	COVE	4,550	UNPX121796, UNPX121826-UNPX121827
1	C214	5,800	UTCX58864
1	TA	8,000	RTCX8802
4	TA	13,500	UTLX11663, UTLX11758, UTLX11765, UTLX11791
1	TM	16,000	UTLX71313
1	TM	17,000	UTLX66088
4	TM	18,000	UTLX70190-UTLX70191, UTLX71676, UTLX74767
2	TM	23,500	UTLX75489, UTLX75592
4	TMI	6,500	UTLX70147-UTLX70150
1	TP	25,000	UTLX91272
1	TPI	17,300	UTLX82786

31 TOTAL

