



**Union Tank Car Company**

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

10497 - AA, BB  
NOV 27 1996 2 45 PM '96

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
NOV 27 2 43 PM '96

November 18, 1996

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

Attn: Ms. Janice M. Fort  
Room 2311

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

Dear Ms. Fort:

Enclosed are the original and two certified copies of the Eleventh Supplemental Equipment Trust Agreement dated as of July 31, 1996, between Union Tank Car Company and The First National Bank of Chicago, as Trustee, and the original and three certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

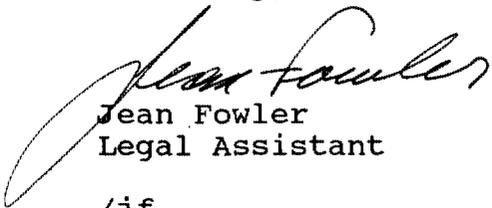
Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$44 for the filing fee.

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

/jf

encls

UTC4066

ELEVENTH SUPPLEMENTAL TRUST AGREEMENT NOV 27 1996 2 4 1996

UNION TANK CAR COMPANY (SERIES 16)

THIS ELEVENTH SUPPLEMENTAL TRUST AGREEMENT, dated as of July 31, 1996, 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 dated as of June 1, 1979 ("Trust Agreement") 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.

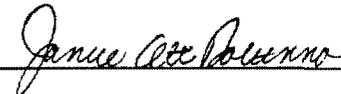
UNION TANK CAR COMPANY

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: 

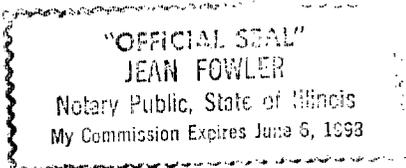
Attest:

  
Trust Officer

UTC2044

STATE OF ILLINOIS     )  
                                  )    ss  
COUNTY OF COOK        )

On October 28, 1996, 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.



(SEAL)

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

STATE OF ILLINOIS     )  
                                  )    ss  
COUNTY OF COOK        )

On this 5<sup>th</sup> day of November, 1996, 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.



(SEAL)

*Ann Longino*  
\_\_\_\_\_  
Notary Public

7/31/96

UNION TANK CAR COMPANY - TREASURER'S 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	TM	13,000	UTLX 60694, 60695
9	TP	17,000	UTLX 82198, 82503, 82526, UTLX 82603, 82658, 82677, UTLX 82679, 82680, 82689
7	TP	25,000	UTLX 26005, 26006, 26007, 26009, UTLX 26011, 26013, 26016

18 TOTAL CARS

7/31/96

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
WRECKED/RETIRED CARS (SCHEDULE B)  
SERIES 16 (R16)

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
6	BOXT	70 TON	BCIT 841661, 841731, 841769, BICT 841811, 841951, 841958
1	BULK	70 TON	BCIT 818701
6	TA	10,000 GAL	RTCX 16753, 16755, 16756, RTCX 16757, 16762, 16763
1	TA	13,500 GAL	UTLX 11657
4	TM	17,000 GAL	UTLX 66084, 66089, 66091 UTLX 66092
1	T104	17,200 GAL	CRGX 4684
2	TM	17,500 GAL	UTLX 70548, 70558
2	T105	20,000 GAL	UTLX 41411, 41424
1	TM	20,000 GAL	UTLX 48627
<u>1</u>	TM	23,500 GAL	UTLX 67902
25	TOTAL		



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

11/27/96

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 Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/27/96 at 2:45PM, and assigned recordation number(s). 10497-AA and 10497-BB.

Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 44.00 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 and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

