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March 14, 1994

Mr. Sydney L. Strickland
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20432

Attn: Mrs. Mildred Lee

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one original executed copy and two photostatic copies of the following documents:

Tenth Supplemental Equipment Trust Agreement, dated as of February 16, 1994, between Union Tank Car and Chemical Bank, as "Trustee".

Bill of Sale from the Trustee to Union Tank Car Company.

The names and addresses of the aforementioned parties to the enclosed documents are:

Union Tank Car Company
39 South LaSalle Street
Chicago, Illinois 60603

8598
RECORDATION NO. 8598-2
FILED 1425
MAR 14 1994 - 11 15 AM
INTERSTATE COMMERCE COMMISSION

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HOGAN & HARRISON

LLP

ATTORNEYS AT LAW
1000 W. 10TH AVENUE, SUITE 1000
DENVER, COLORADO 80202
TEL: 303.733.1000
WWW.HOGANANDHARRISON.COM

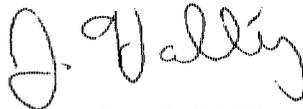
Mr. Sydney L. Strickland
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Chemical Bank
as successor by merger to
Manufacturers Hanover Trust Company
450 West 33rd Street
New York, New York 10001

Enclosed is a check in the amount of \$18.00 payable to the order of the Interstate Commerce Commission, covering the required recordation fee. Kindly return two stamped photostatic copies of the enclosed document, as well as a stamped photostatic copy of this letter by return messenger.

Please feel free to contact me with any questions that you may have concerning the above.

Sincerely,



Jennifer M. Halliday
Legal Assistant

Enclosures

cc: Patrick J. Allen, Esq.
Peter F. Rousselot, Esq.

RECORDATION NO. 8598-21 FILED 1425
MAR 14 1994 -11 15 AM
INTERSTATE COMMERCE COMMISSION

TENTH SUPPLEMENTAL TRUST AGREEMENT
UNION TANK CAR COMPANY (SERIES 14)

THIS TENTH SUPPLEMENTAL TRUST AGREEMENT, dated as of February 16, 1994, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and Chemical Bank, as successor by merger to Manufacturers Hanover Trust Company ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated as of December 1, 1976, providing for the issue of its Equipment Certificates (Series 14) in the aggregate principal amount of \$40,000,000.

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.

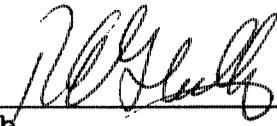
3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein 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

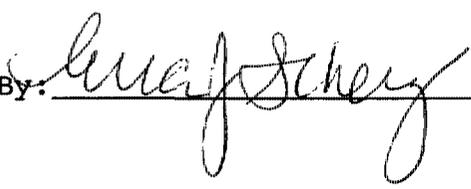
Attest:



Robert W. Webb, Secretary

CHEMICAL BANK

By: _____



Attest:



Trust Officer

UTC2044

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On February 16, 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.

Jean Fowler
Notary Public

My Commission Expires:



STATE OF NEW YORK)
) SS
COUNTY OF New York)

On this 28th day of February, 1994, before me personally came ERICA J. SCHERZ, to me known, who, being by me duly sworn, did depose and say that he/she is Assistant Vice President of Chemical Bank, 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.

Annabelle DeLuca
Notary Public

My Commission Expires:
ANNABELLE DeLUCA
Notary Public, State of New York
No. 01DE5013759
Qualified in Kings County
UTC2044 Certificate Filed in New York County
Commission Expires July 15, 1995

CERTIFICATE TRUST SERIES: R014

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
2	COVE	2,900	UNPX120502-UNPX120503
21	TPI	33,800	UTLX98506-UTLX98511,UTLX98513-UTLX98514, UTLX98517-UTLX98518,UTLX98520,UTLX98523- UTLX98524,UTLX98526-UTLX98527,UTLX98529, UTLX98533-UTLX98535,UTLX98641-UTLX98642

23	TOTAL		

CERTIFICATE TRUST SERIES: R014

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
61	GONT	100	UNPX102300,UNPX102309,UNPX102313,UNPX102317, UNPX102320,UNPX102322,UNPX102335-UNPX102336, UNPX102339,UNPX102342-UNPX102343,UNPX102348- UNPX102349,UNPX102352,UNPX102355,UNPX102361- UNPX102362,UNPX102366,UNPX102368-UNPX102369, UNPX102375-UNPX102376,UNPX102378,UNPX102381, UNPX102389,UNPX102392,UNPX102395,UNPX102399, UNPX102405-UNPX102406,UNPX102411,UNPX102420, UNPX102423,UNPX102428-UNPX102429,UNPX102433, UNPX102442,UNPX102447,UNPX102451,UNPX102455, UNPX102458,UNPX102463,UNPX102469,UNPX102473, UNPX102475,UNPX102478,UNPX102480,UNPX102482- UNPX102484,UNPX102486-UNPX102487,UNPX102492, UNPX102497,UNPX102516,UNPX102522,UNPX102527, UNPX102535,UNPX102541,UNPX102563,UNPX102573

 61 TOTAL