



## Union Tank Car Company

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

May 18, 1998

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

Attn: Ms. Janice M. Fort  
Room 2311

Re: Equipment Trust Agreement (Series 22)  
Recordation No. 17112

Dear Ms. Fort:

Enclosed are the original and two certified copies of the First Supplemental Equipment Trust Agreement dated as of February 14, 1998, between Union Tank Car Company and Harris Trust and Savings Bank, as Trustee, and the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

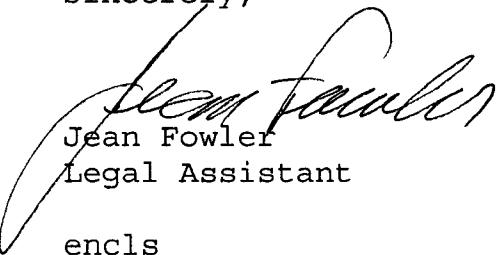
Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$52 for the filing fee.

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

encls  
UTC4066

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

MAY 26 1 18 PM '00

RECORDATION NO. 17112 FILED *B C*

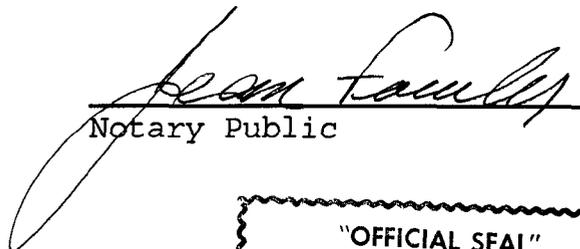
MAY 26 '98 1-18 PM

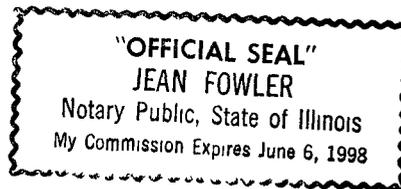
STATE OF ILLINOIS)  
 )  
COUNTY OF COOK )

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 First Supplemental Trust Agreement dated as of February 14, 1998, 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 18th day of May, 1998.

  
Notary Public



## FIRST SUPPLEMENTAL TRUST AGREEMENT

MAY 26 '98

1-18 PM

UNION TANK CAR COMPANY (SERIES 22)

THIS FIRST SUPPLEMENTAL TRUST AGREEMENT, dated as of February 14, 1998, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and Harris Trust and Savings Bank ("Trustee").

Recitals

- A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement dated as of November 15, 1990 ("Trust Agreement") providing for the issue of its Equipment Certificates (Series 22) in the aggregate principal amount of \$100,000,000.
- 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

HARRIS TRUST AND SAVINGS BANK,  
as Trustee

By:   
VICE PRESIDENT

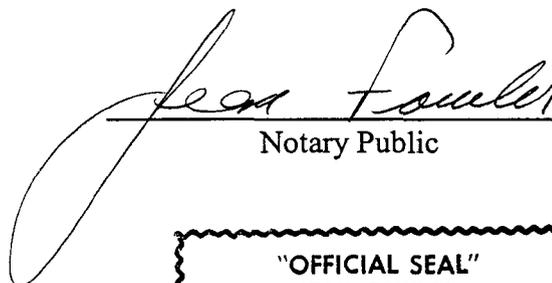
Attest:

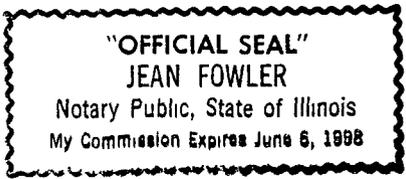


UTC2044

STATE OF ILLINOIS )  
 ) ss  
COUNTY OF COOK )

On MAY 11, 1998, 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.

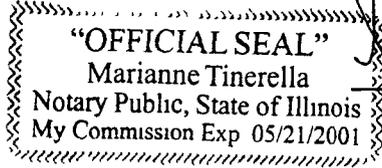
  
\_\_\_\_\_  
Notary Public



STATE OF ILLINOIS )  
 ) ss  
COUNTY OF COOK )

On this 13 day of May, 1998, before me personally came R. FOLTZ, to me known, who, being by me duly sworn, did depose and say that he/she is VICE PRESIDENT of Harris Trust and Savings 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.

  
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Notary Public



UNION TANK CAR COMPANY – TREASURERS DEPARTMENT  
 DESCRIPTION OF EQUIPMENT TRUST  
 SCHEDULE A

CERTIFICATE TRUST SERIES: R-22

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL /CUFT)</u>	<u>ROAD NUMBERS</u>
15	C214	5,800 CUFT	UTCX 48236, 48237, 48238, 48239, 48240, 48241, 48242, 48243, 48244, 48245, 48246, 48247, 48248, 48331, 48332
4	T108	30,000 GAL	UTLX 202442, 202443, 202444, 202445
<u>19</u>	TOTAL CARS		

UNION TANK CAR COMPANY – TREASURERS DEPARTMENT  
WRECKED/RETIRED CARS – SCHEDULE B  
SERIES 22 (R022)

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
4	C214	5,800	UTCX 48327, 48389, 48441, 59282
1	C214	6,100	UTCX 59163
3	C711	2,900	UNPX 120638, 120677, 120860
2	T054	13,000	PROX 15026, 55004
1	T055	20,000	UTLX 130096
1	T095	19,000	UTLX 200577
2	T106	23,000	PROX 74116, UTLX 642213
2	T107	25,270	PROX 75024, 75029,
<u>2</u>	T107	27,000	UTLX 500078, 642226

18 TOTAL