



Union Tank Car Company

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

RECORDATION NO. 9911-W, X FILED 1425

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 P-2)
Recordation No. 9911

Dear Ms. Lee:

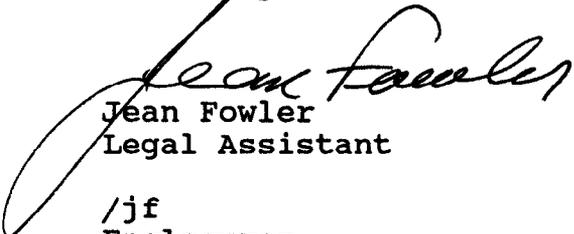
Enclosed are the original and two certified copies of the Eleventh Supplemental Equipment Trust Agreement dated as of July 31, 1994, between Union Tank Car Company and The First National Bank of Chicago, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee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

/jf
Enclosures

UTC4066



A MEMBER OF THE MARMON GROUP OF COMPANIES

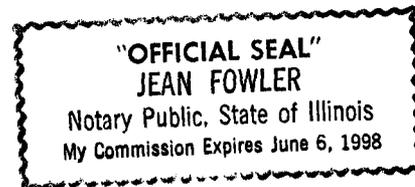
STATE OF ILLINOIS)
)
COUNTY OF COOK)

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 Eleventh Supplemental Trust Agreement dated as of July 31, 1994, 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 7th day of November, 1994.


Notary Public



NOV 22 1994 10 45 AM

ELEVENTH SUPPLEMENTAL TRUST AGREEMENT

INDUSTRIAL COMMERCE COMMISSION

UNION TANK CAR COMPANY (SERIES P-2)

THIS ELEVENTH 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 ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated as of December 1, 1978, providing for the issue of its Equipment Certificates (Series P-2) 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

By: _____



Attest:



Trust Officer

UTC2044

PROGRAM ACTB1025

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE A - DESCRIPTION OF EQUIPMENT
FOR SUBSTITUTION

08/01/94

CERTIFICATE TRUST SERIES: P002

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
9	TM	23,500	UTLX67891-UTLX67899
2	TP	20,000	UTLX27579,UTLX27581
1	TP	25,000	UTLX26051

12	TOTAL		

PROGRAM ACTB1027

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE B - DESCRIPTION OF RETIRED EQUIPMENT
TERMINATED EQUIPMENT

08/01/94

CERTIFICATE TRUST SERIES: P002

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
30	BULK	70	BCIT818521,BCIT818526,BCIT818529,BCIT818532, BCIT818557-BCIT818559,BCIT818564-BCIT818565, BCIT818583,BCIT818600,BCIT818602,BCIT818604, BCIT818610,BCIT818618,BCIT818621,BCIT818626, BCIT818633-BCIT818634,BCIT818644,BCIT818650, BCIT818652,BCIT818659,BCIT818662,BCIT818667, BCIT818669,BCIT818671,BCIT818681,BCIT818683, BCIT818705
1	TM	20,000	UTLX48443
1	TM	20,474	UTLX57840
5	TMI	6,500	UTLX70127,UTLX70131,UTLX70135,UTLX70137, UTLX70144

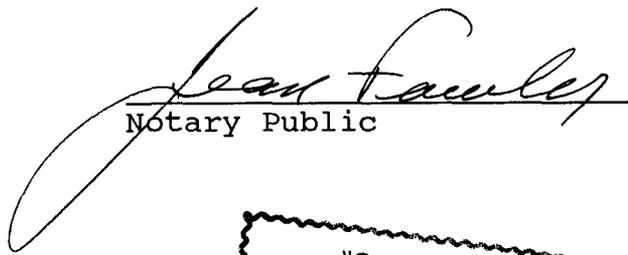
37	TOTAL		

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 Bill of Sale dated as of July 31, 1994, 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 7th day of November, 1994.


Notary Public

