

\$30.00
1-007A037



Union Tank Car Company

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

7656-E
RECORDED & INDEXED

January 2, 1991

JAN 7 1991 -10 45 AM

INTERSTATE COMMERCE COMMISSION

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

7656-F
RECORDED & INDEXED

Secretary
Interstate Commerce Commission
12th St. & Constitution Ave., N.W., Room 2215
Washington, DC 20423

JAN 7 1991 -10 45 AM
INTERSTATE COMMERCE COMMISSION

Re: Equipment Trust Agreement (Series C-1)
Recordation No. 7656

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Third Supplemental Equipment Trust Agreement dated as of July 31, 1990, 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 \$30 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) 845-5336.

Thank you.

Sincerely,

Patrick J. Allen
Patrick J. Allen
Senior Attorney

PJA/jf
UTCCla
Enclosures

JAN 7 10 39 AM '91
MOTOR OPERATING UNIT

Interstate Commerce Commission
Washington, D.C. 20423

1/9/91

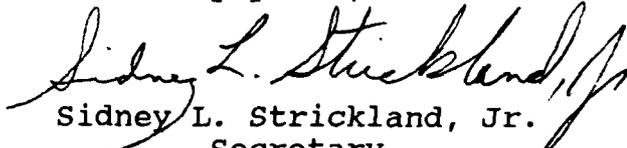
OFFICE OF THE SECRETARY

Patrick J. Allen
Senior Attorney
Union Tank Car Company
225 West Washington, Street
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/7/91 at 10:45am, and assigned recordation number(s) - 7656-E & 7656-F

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

7656-E
RECORDED IN FILE 100

JAN 7 1991 - 10 45 AM

INTERSTATE COMMERCE COMMISSION

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 Third Supplemental Trust Agreement, dated as of July 31, 1990, 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 2nd day of January, 1991.

Jean Fowler
Notary Public

utcccla



7656-E

THIRD SUPPLEMENTAL TRUST AGREEMENT JAN 7 1991 -10 45 AM
UNION TANK CAR COMPANY (SERIES C-1) INTERSTATE COMMERCE COMMISSION

THIS SIXTH SUPPLEMENTAL TRUST AGREEMENT, dated as of July 31, 1990, 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 Trustee ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee a Deed of Trust and Mortgage ("Agreement") dated September 15, 1974, providing for the issue of its Equipment Notes (Series C-1) in the aggregate principal amount of \$23,850,000.

B. Company desires to comply with Section 5.02 of the Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Trust Equipment under the 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 Equipment Notes, 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 Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Agreement and is and shall be subject to all the terms and conditions of the Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Agreement and is no longer subject to any provisions of the Agreement.

3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the 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 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.

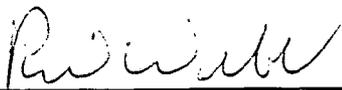
Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.

UNION TANK CAR COMPANY

By: _____


R. C. Gluth,
Executive Vice President

Attest:

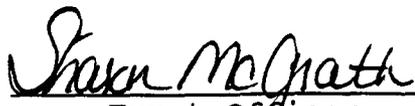

Robert W. Webb, Secretary

THE FIRST NATIONAL BANK OF CHICAGO,

By: _____



Attest:


Shawn McGrath
Trust Officer

UTC2044-C-1

STATE OF ILLINOIS)
)) ss
COUNTY OF COOK)

On July 31, 1990, 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:

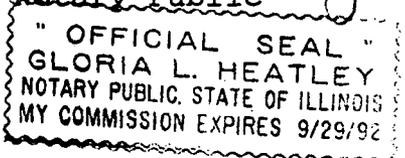


STATE OF ILLINOIS)
)) ss
COUNTY OF COOK)

On this 6th day of November, 1990, before me personally came ~~JANICE GIL ROTUNNO~~, to me known, who, being by me duly sworn, did depose and say that he is Trust Officer of The First National Bank of Chicago, 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.

Gloria L. Heatley

Notary Public



My Commission Expires:

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 RAILCAR SUBSTITUTIONS (SCHEDULE A)
 P100 SERIES C-1 10/25/90

ROAD NUMBER	AAK CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY		----DATES----		CERTIFICATE TRUST COST	NET BOOK VALUE
						IN USE	WRECKED/ RETIRED		
UTLX 11079	TL	20,000	GAL	1	1	08	80	\$ 38,014	\$ 18,690
UTLX 11080	TL	20,000	GAL	1	1	08	80	38,014	18,690
UTLX 11081	TL	20,000	GAL	1	1	08	80	38,014	18,690
UTLX 11082	TL	20,000	GAL	1	1	08	80	38,014	18,690
UTLX 11083	TL	20,000	GAL	1	1	08	80	38,014	18,690
UTLX 11084	TL	20,000	GAL	1	1	08	80	38,014	18,690
UTLX 300000	T104	14,000	GALS	1	1	04	85	41,788	30,296
UTLX 42450	TMI	12,200	GAL	1	1	12	80	78,748	40,030
UTLX 42451	TMI	12,200	GAL	1	1	01	81	78,748	40,358
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NUMBER OF CARS			9					\$ 427,368	\$ 222,824

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 WRECKED/RETIRED CARS (SCHEDULE B)
 P100 SERIES C-1 07/31/90

ROAD NUMBER	AAK CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY		----DATES----		CERTIFICATE TRUST COST	NET BOOK VALUE	SUBSTITUTION VALUE*
						IN USE	WRECKED/ RETIRED			
UNPX 100331	GONT	100	TON	3	2	02/74	02/88	\$ 23,531	\$ 4,216	\$ 4,216
UNPX 100503	GONT	100	TON	3	2	02/74	08/89	24,643	4,415	4,415
UNPX 100516	GONT	100	TON	3	2	02/74	03/88	24,643	4,415	4,415
UNPX 100521	GONT	100	TON	3	2	02/74	01/88	24,643	4,415	4,415
UNPX 100533	GONT	100	TON	3	2	02/74	01/88	24,644	4,415	4,415
UNPX 100540	GONT	100	TON	3	2	02/74	01/88	24,644	4,415	4,415
UNPX 100546	GONT	100	TON	3	2	02/74	06/89	25,123	4,501	4,501
UNPX 100548	GONT	100	TON	3	2	02/74	06/89	25,388	4,549	4,549
UNPX 100567	GONT	100	TON	3	2	02/74	01/88	25,364	4,544	4,544
UNPX 100570	GONT	100	TON	3	2	02/74	01/88	25,364	4,544	4,544
UNPX 100624	GONT	100	TUN	3	2	02/74	02/88	24,529	4,395	4,395
UNPX 173020	BULK	100	TON	3	2	02/74	12/89	27,896	4,998	14,000
UNPX 173026	BULK	100	TON	3	2	02/74	12/89	27,896	4,998	14,000
UNPX 173056	BULK	100	TUN	3	2	02/74	12/89	27,897	4,998	14,000
UNPX 173063	BULK	100	TUN	3	2	02/74	12/89	27,897	4,998	14,000
UNPX 173064	BULK	100	TON	3	2	02/74	12/89	27,897	4,998	14,000
UNPX 173065	BULK	100	TON	3	2	02/74	12/89	27,897	4,998	14,000
UNPX 173066	BULK	100	TON	3	2	02/74	12/89	27,897	4,998	14,000
UNPX 173072	BULK	100	TUN	3	2	02/74	12/89	27,897	4,998	14,000
UNPX 173077	BULK	100	TON	3	2	02/74	12/89	27,897	4,998	14,000
UNPX 173081	BULK	100	TUN	3	2	02/74	12/89	27,897	4,998	14,000
UNPX 173082	BULK	100	TON	3	2	02/74	12/89	27,897	4,998	14,000
UNPX 173119	BULK	100	TON	3	2	02/74	12/89	27,897	4,998	14,000
UTLX 46198	TM	20,000	GAL	3	2	02/74	03/88	23,300	4,175	4,175

NUMBER OF CARS 24

\$ 630,578 \$ 112,975 \$220,999

*The greater of: Sale, scrap, or net book value