



Union Tank Car Company

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

0100456014

RECORDATION NO. 7738 - V & W
FILED 1425

DEC 14 1994 - 10 00 AM

INTERSTATE COMMERCE COMMISSION

December 8, 1994

Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, DC 20423

Attn: Ms. Janice M. Fort
Room 2311

Re: Equipment Trust Agreement (Series 11)
Recordation No. 7738

Dear Ms. Fort:

Enclosed are the original and two certified copies of the Twelfth Supplemental Equipment Trust Agreement dated as of July 31, 1994, between Union Tank Car Company and First Trust of New York, N.A., as successor to Morgan Guaranty Trust Co., 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 \$42 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
Jean Fowler
Legal Assistant

/jff
Enclosures

UTC4066

RECEIVED
DEC 14 9 31 AM '94

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

DECEMBER 14, 1994

JEAN FOWLER
LEGAL ASSISTANT
UNION TANK CAR COMPANY
225 WEST WASHINGTON STREET
CHICAGO IL 60606

Dear MS. FOWLER:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/14/94 at 10:00AM , and assigned recordation number(s). 7738-V and 7738-W .

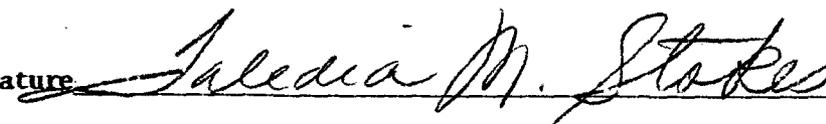
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 42.00 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



DEC 14 1994 -10 00 AM

TWELFTH SUPPLEMENTAL TRUST AGREEMENT

UNION TANK CAR COMPANY (SERIES 11)

THIS TWELFTH 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 First Trust of New York, N.A., as successor to Morgan Guaranty Trust Co. ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated as of December 15, 1974, providing for the issue of its Equipment Certificates (Series 11) 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.

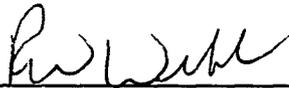
UNION TANK CAR COMPANY

By: _____



R. C. Gluth,
Executive Vice President

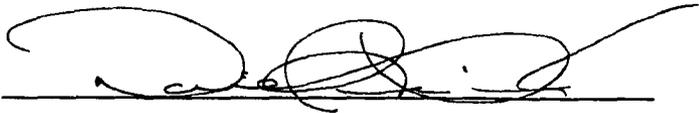
Attest:



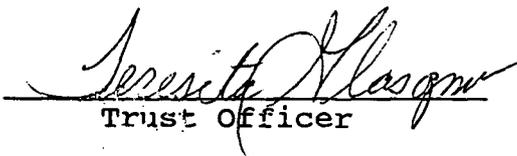
Robert W. Webb, Secretary

FIRST TRUST OF NEW YORK, N.A.
as successor to
Morgan Guaranty Trust Co.

By: _____



Attest:

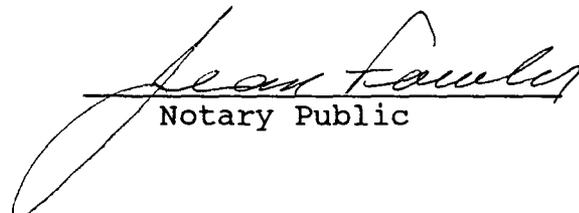


Trust Officer

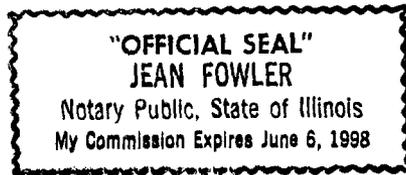
UTC2044

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On November 18, 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.

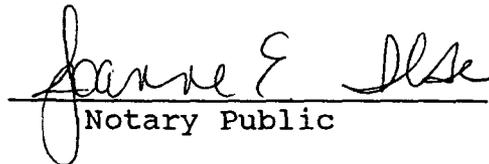

Notary Public

(SEAL)



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

On this 28th day of November, 1994, before me personally came David K. Levesich, to me known, who, being by me duly sworn, did depose and say that he/she is Vice President of First Trust of New York, N.A., 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.


Notary Public

(SEAL)

JOANNE E. ILSE
Notary Public, State of New York
No. 011L5018680
Qualified in Queens County
Commission Expires October 4, 1995

UTC2044

PROGRAM ACTB1025

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

08/01/94

CERTIFICATE TRUST SERIES: R011

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
2	TA	21,000	UTLX85854-UTLX85855
1	TM	20,000	UTLX67669

3	TOTAL		

PROGRAM ACTB1027

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

08/01/94

CERTIFICATE TRUST SERIES: R011

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
3	TA	13,700	UTLX12957,UTLX14353,UTLX14839
1	TA	20,000	RTCX27302
5	TM	13,300	UTLX72951,UTLX72956,UTLX72964,UTLX72969, UTLX72990
3	TM	13,500	UTLX75780,UTLX75783,UTLX75788
1	TM	16,000	UTLX71608
12	TM	20,000	UTLX46388,UTLX46390,UTLX46650,UTLX48081, UTLX57980,UTLX58369,UTLX58376- UTLX58378,UTLX58381,UTLX58386
1	TM	21,000	RTCX27320
2	TM	23,500	UTLX74088,UTLX74402
1	TM	26,000	UTLX58330

28	TOTAL		