

HOGAN & HARTSON
L.L.P.

COLUMBIA SQUARE
555 THIRTEENTH STREET, NW
WASHINGTON, DC 20004-1109
TEL (202) 637-5600
FAX (202) 637-5910

Writer's Direct Dial
(202) 637-8291

RECORDATION NO. 20113 H
June 27, 1996
JUN 27 1996 - 11:38 AM
INTERSTATE COMMERCE COMMISSION

BY HAND DELIVERY

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Re: Recordation No. 20113

Dear Secretary Williams:

Pursuant to the provisions of 49 U.S.C. Section 11301 and in accordance with 49 C.F.R. Section 1177, enclosed herewith for filing and recordation are two (2) notarized copies of the First Supplemental Equipment Trust Agreement, a secondary document, dated June 27, 1996, between The First National Bank of Chicago ("Trustee") and Union Tank Car Company ("Company").

The enclosed document relates to the Trust Indenture and Security Agreement and supplemental documents filed with the Surface Transportation Board under Recordation Nos. 20113 through 20113-G. The names and addresses of the parties to the Trust Indenture and Security Agreement are as follows:

State Street Bank and Trust Company Owner Trustee/Lessor
of Connecticut, National Association
225 Franklin Street
Boston, Massachusetts 02110

First Union Commercial Corporation Owner Participant
One First Union Center
Charlotte, North Carolina 28288-0570

JUN 27 11 38 AM '96
SURFACE TRANSPORTATION BOARD RECEIVED

Robert A. Johnson Jr.
Counterparts

HOGAN & HARTSON L.L.P.

Mr. Vernon A. Williams
Secretary
June 27, 1996
Page 2

The First National Bank of Chicago
One First National Plaza
Suite 0126
Chicago, Illinois 60670-0126

Indenture Trustee

Union Tank Car Company
225 West Washington Street
Chicago, Illinois 60606

Lessee

The railroad equipment which is the subject of the enclosed document is listed on Schedule 1 to the First Supplemental Equipment Trust Agreement.

Also enclosed is a payment of \$21.00 to cover the required recordation fee. Please return to bearer one (1) stamped copy of the enclosed document not needed for filing.

Sincerely,



Robert A. Johnson Jr.

Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

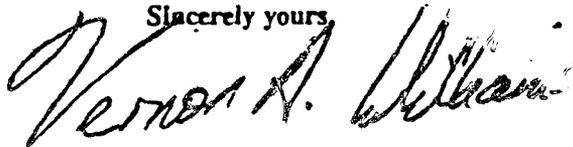
6/27/96

Robert A. Johnson, Jr.
Hogan & Hartson LLP
Columbia Square
555 Thirteenth Street, NW
Washington, DC., 20004-1109

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 6/27/96 at 11:40AM , and assigned recordation number(s). 20113-H.

Sincerely yours,



Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 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



20113-H

FIRST SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

UNION TANK CAR COMPANY (SERIES 26)

THIS FIRST SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT, dated June 27, 1996, by and between Union Tank Car Company (the "Company"), a corporation duly organized and existing under the laws of Delaware, and The First National Bank of Chicago (the "Trustee").

Recitals

A. The Company has heretofore executed and delivered to the Trustee an Equipment Trust Agreement ("Trust Agreement") dated May 29, 1996, providing for the issuance of Trust Certificates (Series 26) in the aggregate principal amount of \$11,441,000, of which \$9,587,000 principal amount was issued on September 20, 1995 and the remaining \$1,854,000 principal amount is being issued on the date hereof.

B. The Company desires to comply with the Trust Agreement by executing and delivering this supplement thereto, to evidence the inclusion of certain Equipment as a part of the Trust Equipment under the Trust Agreement. Capitalized terms not defined herein shall have the meanings ascribed thereto in the Trust Agreement.

Agreement

The Company hereby covenants and agrees with the Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

1. Subjection of Equipment to Trust Agreement. The Equipment described in Schedule 1 hereto is hereby included as part of the Trust Equipment under the Trust Agreement and from and after the date hereof is and shall be subject to all the terms and conditions of the Trust Agreement in all respects.

2. Concerning the Trustee. The Trustee accepts the provisions of this First Supplemental Equipment Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement. Without limiting the generality of the foregoing, the Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of the Company. The Trustee makes no representations and shall have no responsibility as to the validity of this First Supplemental Equipment Trust Agreement.

3. 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. This First Supplemental Equipment Trust Agreement may be executed in any number of counterparts, each of which shall be an original.

The Company and the Trustee have caused this First Supplemental Equipment 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

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On June 21, 1996, 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.

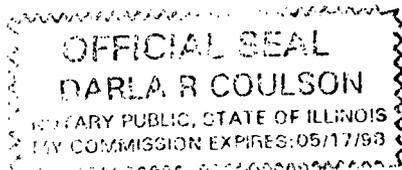


Janis L. Meyer
Notary Public

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

JANICE OTT ROTUNNO

On June 21, 1996, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he/she is Assistant Vice President of The First National Bank of Chicago, 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.



Darla R. Coulson
Notary Public

RECEIPT FOR TRUST EQUIPMENT

I, Robert W. Webb, hereby certify that there has been delivered to me, as agent for The First National Bank of Chicago, Trustee under the Equipment Trust Agreement dated May 29, 1996 (Series 26) by and between the said Trustee and Union Tank Car Company, the Trust Equipment described and specified by numbers in Schedule A attached hereto, which Schedule A is hereby incorporated herein by reference and made a part hereof.



Agent for
THE FIRST NATIONAL BANK OF CHICAGO

Dated June 27, 1996.

Union Tank Car Company

Schedule I

<u>Road Mark</u>	<u>Car Number</u>	<u>Built Date</u>	<u>AAR Code</u>	<u>DOT Class</u>
PROX	31635	96/05	T419	112J400W
PROX	31636	96/05	T419	112J400W
PROX	31637	96/05	T419	112J400W
PROX	31638	96/06	T419	112J400W
PROX	31639	96/05	T419	112J400W
PROX	31640	96/05	T419	112J400W
PROX	31641	96/06	T419	112J400W
PROX	31642	96/06	T419	112J400W
PROX	31643	96/06	T419	112J400W
PROX	31644	96/06	T419	112J400W
PROX	31645	96/05	T419	112J400W
PROX	31646	96/06	T419	112J400W
PROX	31647	96/06	T419	112J400W
PROX	31648	96/06	T419	112J400W
PROX	31649	96/05	T419	112J400W
PROX	31650	96/06	T419	112J400W
PROX	31651	96/06	T419	112J400W
PROX	31652	96/06	T419	112J400W
PROX	31653	96/06	T419	112J400W
PROX	31654	96/06	T419	112J400W
PROX	31655	96/06	T419	112J400W
PROX	31656	96/06	T419	112J400W
PROX	31657	96/06	T419	112J400W
PROX	31658	96/06	T419	112J400W
PROX	31659	96/06	T419	112J400W
PROX	31660	96/06	T419	112J400W
PROX	31661	96/06	T419	112J400W
PROX	31662	96/06	T419	112J400W
PROX	31663	96/06	T419	112J400W

Total Pressure Cars

29