



THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606, Tel. (312) 372-9500, Fax (312) 845-5305, Telex 253112 CGO

REGISTRATION NO. 9111-100 FILED 1425

April 14, 1992

APR 17 1992 -2 42 PM

INTERSTATE COMMERCE COMMISSION

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

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

REGISTRATION NO. 9111-100 FILED 1425

APR 17 1992 -2 31 PM

INTERSTATE COMMERCE COMMISSION

Attn: Ms. Mildred R. Lee
Room 2303

Re: Equipment Trust Agreement (Series 15)
Recordation No. 9111

APR 17 2 36 PM '92
FOR OPERATING UNIT

Dear Ms. Lee:

Enclosed are the original and two certified copies of the Seventh Supplemental Equipment Trust Agreement dated as of July 31, 1991, between Union Tank Car Company and Continental Bank, N.A., 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 \$32 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
/jf
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

4/20/92

OFFICE OF THE SECRETARY

Jean Fowler

Legal Assistant

The Marmon Group, Inc.

225 West Washington Street

Chicago, Illinois 60606

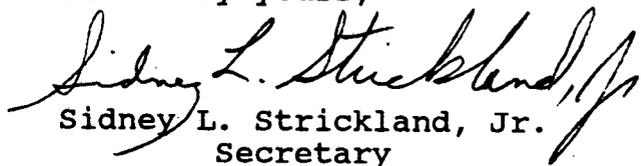
Dear

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 4/17/92 at 2:45pm, and assigned recordation number(s).

9111-M & 9111-N

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

SEVENTH SUPPLEMENTAL TRUST AGREEMENT

9111-14
APR 17 1992 - 2 45 PM

UNION TANK CAR COMPANY (SERIES 15)

INTERSTATE COMMERCE COMMISSION

THIS SEVENTH SUPPLEMENTAL TRUST AGREEMENT, dated as of July 31, 1991, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and Continental Bank, N.A., as Trustee ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated December 1, 1977, providing for the issue of its Equipment Certificates (Series 15) 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: _____

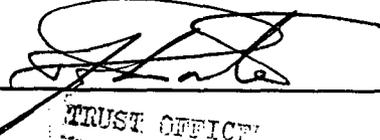

R. C. Gluth,
Executive Vice President

Attest:


Robert W. Webb, Secretary

CONTINENTAL BANK, N.A.

By: _____


TRUST OFFICER

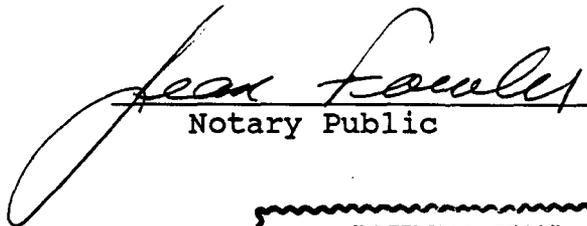
Attest:


Trust Officer

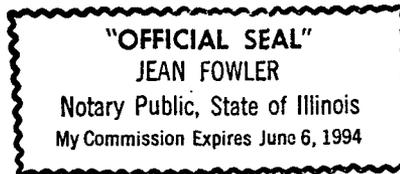
UTC15

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On November 1, 1991, 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.

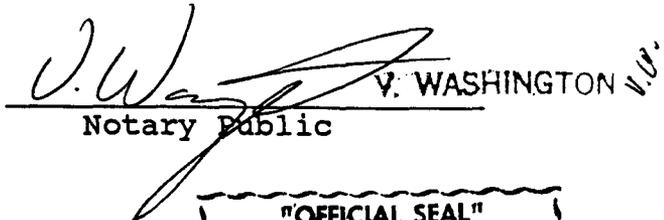

Notary Public

My Commission Expires:



STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this 3RD day of APRIL, 1992^m, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he/she is TRUST OFFICER of Continental Bank, 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.


V. WASHINGTON
Notary Public

My Commission Expires:

9-20-92



UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
RAILCAR SUBSTITUTIONS (SCHEDULE A)
SERIES R015 07/29/91

PAGE 1

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	CODES		----DATES----		CERTIFICATE TRUST COST	NET BOOK VALUE
				CO	CTY	IN USE	WRECKED/ RETIRED		
UTLX 201052	T107	26,000	GAL	1	1	12	88	\$ 44,959	\$ 39,152
UTLX 015984	TM	14,000	GAL	1	1	04	82	46,240	24,854
TCDX 013249	TA	13,000	GAL	1	1	06	78	36,195	12,517
TCDX 013250	TA	13,000	GAL	1	1	06	78	36,195	12,517
UTCX 057577	C214	5,701	CUFT	1	1	08	77	47,134	14,337
UTCX 057578	C214	5,701	CUFT	1	1	08	77	47,134	14,337
UTCX 057579	C214	5,701	CUFT	1	1	08	77	47,134	14,337
UTCX 057580	C214	5,701	CUFT	1	1	08	77	47,134	14,337
UTCX 057627	C214	5,701	CUFT	1	1	08	77	47,134	14,337
UTCX 057628	C214	5,701	CUFT	1	1	08	77	47,134	14,337
UTCX 057629	C214	5,701	CUFT	1	1	08	77	47,134	14,337
UTCX 057630	C214	5,701	CUFT	1	1	08	77	47,134	14,337
UTCX 057631	C214	5,701	CUFT	1	1	08	77	47,134	14,337
UTCX 057632	C214	5,701	CUFT	1	1	08	77	47,134	14,337
								\$ 634,929	\$ 232,410
NUMBER OF CARS		14							

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 WRECKED/RETIRED CARS (SCHEDULE B)
 R 15 SERIES 15 07/24/91

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY		-----DATES-----		CERTIFICATE TRUST COST	NET BOOK VALUE
						IN USE	WRECKED/RETIRED		
LX 11928	TA	13,500	GAL.	1	1	11/77	08/88	\$ 23,972	\$ 7,591
LX 12152	TM	14,694	GAL.	1	1	11/77	05/91	31,285	9,907
LX 12231	TM	14,694	GAL.	1	1	07/77	09/88	30,323	9,097
LX 12285	TM	14,694	GAL.	1	1	08/77	04/91	30,324	9,224
LX 12314	TM	13,000	GAL.	1	1	02/77	05/89	34,559	9,648
LX 12597	TA	13,500	GAL.	1	1	04/77	05/91	23,003	6,613
LX 24991	TM	14,000	GAL.	1	1	06/77	04/89	26,812	7,932
LX 46514	TM	20,000	GAL.	1	1	08/77	08/89	23,963	7,289
LX 46655	TM	20,000	GAL.	1	1	08/77	08/89	23,963	7,289
LX 46786	TM	20,000	GAL.	1	1	08/77	10/88	23,963	7,289
LX 46788	TM	20,000	GAL.	1	1	08/77	10/88	23,963	7,289
LX 46789	TM	20,000	GAL.	1	1	08/77	05/89	23,963	7,289
LX 46791	TM	20,000	GAL.	1	1	08/77	10/88	23,963	7,289
LX 46792	TM	20,000	GAL.	1	1	08/77	10/88	23,963	7,289
LX 46793	TM	20,000	GAL.	1	1	08/77	10/88	23,963	7,289
LX 46814	TM	20,000	GAL.	1	1	11/77	03/89	25,214	7,984
LX 71185	TM	20,000	GAL.	1	1	10/77	12/90	29,671	9,272
LX 71186	TM	32,000	GAL.	1	1	11/77	02/90	29,671	9,396
LX 71255	TM	23,500	GAL.	1	1	11/77	05/91	31,256	9,898
LX 71266	TM	23,500	GAL.	1	1	11/77	05/91	31,256	9,898
LX 71723	TM	14,000	GAL.	1	1	08/77	01/89	27,289	8,300
LX 71866	TM	17,600	GAL.	1	1	05/77	12/90	29,079	8,481
LX 71881	TM	17,600	GAL.	1	1	05/77	04/89	28,878	8,423
LX 71887	TM	17,600	GAL.	1	1	05/77	04/89	28,878	8,423
LX 73946	TM	15,600	GAL.	3	2	07/77	03/90	36,020	10,806
LX 46517	TM	20,000	GAL.	1	1	08/77	07/91	23,963	7,289
LX 46534	TM	20,000	GAL.	1	1	08/77	07/91	23,963	7,289
LX 46611	TM	20,000	GAL.	1	1	08/77	07/91	23,963	7,289

NUMBER OF CARS

28

\$ 761,083 \$ 231,072