



Union Tank Car Company

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

RECORDED TO 9111-0 FILED 1993

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INTERSTATE COMMERCE COMMISSION

VIA CERTIFIED MAIL - RETURN RECEIPT REQUESTED

November 16, 1993

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

Attn: Ms. Mildred R. Lee
Room 2303

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

RECORDED TO 9111
NOV 23 1993 2:55 PM
INTERSTATE COMMERCE COMMISSION
LICENSING BRANCH

RECEIVED
OFFICE OF THE
SECRETARY

Dear Ms. Lee:

Enclosed are the original and two certified copies of the Eighth Supplemental Equipment Trust Agreement dated as of July 31, 1993, 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 \$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

Jean Fowler
Legal Assistant

Enclosures

RECEIVED
OFFICE OF THE
SECRETARY

NOV 23 1993 4:57 PM

LICENSING BRANCH



RECORDED NO 9111-0 FILED 1993

NOV 23 1993 7:55 PM

INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)
)
COUNTY OF COOK)

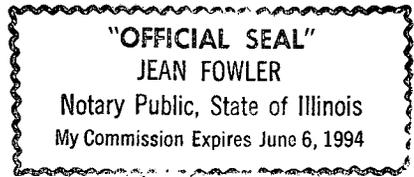
CERTIFICATE

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 Eighth Supplemental Trust Agreement dated as of July 31, 1993 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 16th day of November, 1993.

Jean Fowler

Notary Public



EIGHTH SUPPLEMENTAL TRUST AGREEMENT

9115-0
FILED 1993

UNION TANK CAR COMPANY
(SERIES 15)

NOV 23 1993 2:55 PM

INTERSTATE COMMERCE COMMISSION

THIS EIGHTH SUPPLEMENTAL TRUST AGREEMENT, dated as of July 31, 1993, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and Continental Bank, N.A. ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated as of 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: _____

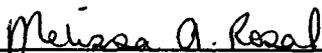

R. C. Gluth,
Executive Vice President

Attest:

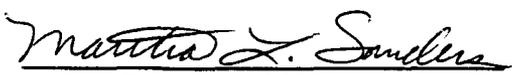

Robert W. Webb, Secretary

CONTINENTAL BANK, N.A.

By: _____


TRUST OFFICER

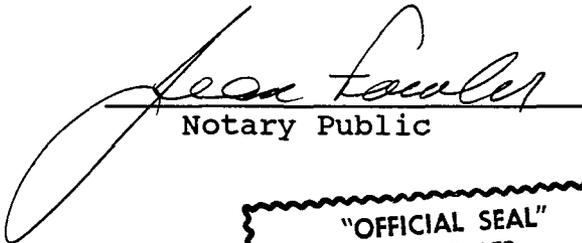
Attest:


Trust Officer

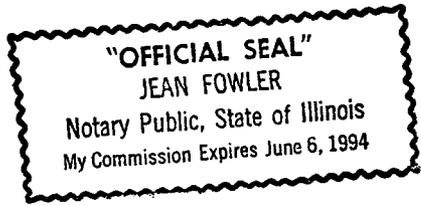
UTC2044

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On October 25, 1993, 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 12th day of November, 1993, before me personally came MELISSA A. ROSAL, 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.


Notary Public

My Commission Expires:



PROGRAM ACTB1025

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

07/31/93

CERTIFICATE TRUST SERIES: R015

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
1	TA	14,000	UTLX11314
1	TA	21,000	UTLX85852
1	TL	17,000	UTLX28803
1	TM	23,000	UTLX982
1	TP	20,000	UTLX27578

5	TOTAL		

PROGRAM ACTB1027

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

07/31/93

CERTIFICATE TRUST SERIES: R015

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
2	TA	13,500	UTLX12569,UTLX12598
1	TM	13,000	UTLX12305
1	TM	14,000	UTLX24984
1	TM	14,694	UTLX12253
1	TM	17,600	UTLX71911
6	TM	20,000	UTLX46663,UTLX46787,UTLX70633,UTLX70635, UTLX71184,UTLX71330
1	TM	23,500	UTLX74304
1	T564	17,300	UTLX900089

14	TOTAL		