



Union Tank Car Company

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

RECORDATION NO 7949 FILED 1425 *K*

DEC 18 1989 -11 05 AM

9--352A015

December 5, 1989

INTERSTATE COMMERCE COMMISSION

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

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

RE: Equipment Trust Agreement (Series 12)
Filed June 9, 1975
Recordation No. 7949

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Sixth Supplemental Trust Agreement, dated October 23, 1989, between Union Tank Car Company and Pittsburgh National Bank, 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 a check for \$26.00 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
Senior Attorney

PJA/jf 4066e
Enclosure

RECORDATION NO 7949 FILED 1425 *L*

DEC 18 1989 -11 05 AM

INTERSTATE COMMERCE COMMISSION

DEC 18 11 00 AM '89
NOT FOR OPENING UNIT



REGISTRATION NO. 79494
FILED

DEC 18 1989 - 11 05 AM

INTERSTATE COMMERCE COMMISSION

SIXTH SUPPLEMENTAL TRUST AGREEMENT
UNION TANK CAR COMPANY (SERIES 12)

THIS SIXTH SUPPLEMENTAL TRUST AGREEMENT, dated October 23, 1989, by and between Pittsburgh National Bank as Trustee ("Trustee"), and Union Tank Car Company, a Delaware corporation ("Company").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated June 1, 1975, providing for the issue of its Equipment Certificates (Series 12) in the aggregate principal amount of \$50,000,000.

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. This 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 stated above.

PITTSBURGH NATIONAL BANK

By: [Signature]
Title: _____

Attest:

[Signature]
Trust Officer

UNION TANK CAR COMPANY

By: [Signature]
R. C. Gluth,
Executive Vice President

Attest:

[Signature]
Robert W. Webb, Secretary

UTCARS12

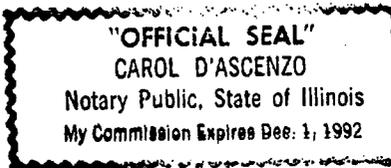
STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On October 23, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared 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; 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.

Carol D'Ascenzo
Notary Public

My Commission Expires:

12-1-92



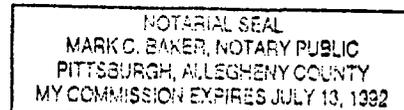
STATE OF PENNSYLVANIA)
) SS
COUNTY OF ALLEGHENY)

On this 6th day of November, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared R.C. ERNST, to me known, who, being by me duly sworn, did depose and say that he is Asst. Vice President of Pittsburgh National Bank; 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.

[Signature]
Notary Public

My Commission Expires:

7-13-92



Member, Pennsylvania Association of Notaries

UTCARS12

PROGRAM ACTB1025

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

RUN DATE: 08/23/89

CERTIFICATE TRUST SERIES: R012

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
14	C214	5,800	UICX46640-UICX46646,UICX46648-UICX46654
2	T907	25,800	900516-900517

16	TOTAL		

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 RAILCAR SUBSTITUTIONS (SCHEDULE A)
 R 12 SERIES 12 08/23/89

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY		----DATES----		CERTIFICATE TRUST COST	NET BOOK VALUE
						IN USE	WRECKED/ RETIRED		
JTCX 46640	C214	5,800	CUFT	1	1	12	88	\$ 48,657	\$ 47,035
JTCX 46641	C214	5,800	CUFT	1	1	12	88	48,657	47,035
JTCX 46642	C214	5,800	CUFT	1	1	12	88	48,657	47,035
JTCX 46643	C214	5,800	CUFT	1	1	12	88	48,657	47,035
JTCX 46644	C214	5,800	CUFT	1	1	12	88	48,657	47,035
JTCX 46645	C214	5,800	CUFT	1	1	12	88	48,657	47,035
JTCX 46646	C214	5,800	CUFT	1	1	12	88	48,657	47,035
JTCX 46648	C214	5,800	CUFT	1	1	12	88	48,657	47,035
JTCX 46649	C214	5,800	CUFT	1	1	12	88	48,657	47,035
JTCX 46650	C214	5,800	CUFT	1	1	12	88	48,657	47,035
JTCX 46651	C214	5,800	CUFT	1	1	12	88	48,657	47,035
JTCX 46652	C214	5,800	CUFT	1	1	12	88	48,657	47,035
JTCX 46653	C214	5,800	CUFT	1	1	12	88	48,657	47,035
JTCX 46654	C214	5,800	CUFT	1	1	12	88	48,657	47,035
JTLX 900516	T907	25,800	GAL	1	1	12	88	63,989	60,986
JTLX 900517	T907	25,800	GAL	1	1	12	88	63,989	60,986
<hr/>									
NUMBER OF CARS		16						\$ 807,376	\$ 780,462

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
19	GNOC	4,000	CN 199374, CN 199428, CN 199451, CN 199520, CN 199533, UNPX100874, UNPX100881, UNPX100884, UNPX100889, UNPX100891, UNPX100897-UNPX100898, UNPX100903, UNPX100912, UNPX100926-UNPX100927, UNPX100934, UNPX100961, UNPX102148
1	TA	12,000	TCDX11114
1	TA	13,500	12607
29	TM	13,500	72625, 72634, 72638-72640, 72648, 72650, 72656-72659, 72661, 72666, 72668, 72673, 72678-72679, 72681-72682, 72687, 72697, 72699, 72705-72707, 72709-72710, 72712, 72714
1	TM	14,000	25481
1	TM	16,000	71552
1	TM	17,000	72408
2	TM	23,000	58204, 72611
2	TM	24,000	46603-46604
3	TP	17,300	28208, 28658, 28769
34	TP	26,000	37206-37225, 37265-37267, 37271, 37274, 37285, 37308-37309, 37328, 37337, 37346, 37356, 37364, 37367

94 TOTAL

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT

WRECKED/RETIRED CARS (SCHEDULE B)

R 12 SERIES 12

07/28/89

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES-		-----DATES-----		CERTIFICATE TRUST COST	NET BOOK VALUE
						IN USE	WRECKED/RETIRED		
CN 199374	GONC	4,000	CUFT	3	2	04/75	06/89	\$ 26,123	7,510
CN 199428	GONC	4,000	CUFT	3	2	04/75	06/89	26,123	7,510
CN 199451	GONC	4,000	CUFT	3	2	04/75	06/89	26,123	7,510
CN 199520	GONC	4,000	CUFT	3	2	05/75	01/88	26,706	7,789
CN 199533	GONC	4,000	CUFT	3	2	05/75	06/89	26,706	7,789
TCDX 11114	TA	12,000	GAL	1	1	06/77	08/87	41,707	16,509
UNPX 100874	GONC	4,000	CUFT	3	2	04/75	06/89	27,036	7,773
UNPX 100881	GONC	4,000	CUFT	3	2	04/75	01/88	27,036	7,773
UNPX 100884	GONC	4,000	CUFT	3	2	04/75	06/89	27,036	7,773
UNPX 100889	GONC	4,000	CUFT	3	2	04/75	06/89	27,036	7,773
UNPX 100891	GONC	4,000	CUFT	3	2	04/75	06/89	27,036	7,773
UNPX 100897	GONC	4,000	CUFT	3	2	04/75	01/88	27,036	7,773
UNPX 100898	GONC	4,000	CUFT	3	2	04/75	06/89	27,036	7,773
UNPX 100905	GONC	4,000	CUFT	3	2	04/75	01/88	27,036	7,773
UNPX 100912	GONC	4,000	CUFT	3	2	04/75	01/88	27,036	7,773
UNPX 100925	GONC	4,000	CUFT	3	2	04/75	01/88	27,036	7,773
UNPX 100927	GONC	4,000	CUFT	3	2	04/75	06/89	27,036	7,773
UNPX 100934	GONC	4,000	CUFT	3	2	04/75	06/89	27,036	7,773
UNPX 100961	GONC	4,000	CUFT	3	2	04/75	06/89	27,036	7,773
UNPX 102148	GONC	4,000	CUFT	3	2	05/75	07/88	26,616	7,763
UTLX 12607	TA	13,500	GAL	1	1	04/75	05/88	22,640	6,509
UTLX 25481	TM	14,000	GAL	1	1	04/75	05/89	27,072	7,783
UTLX 28208	TP	17,300	GAL	1	1	04/75	01/89	30,825	8,862
UTLX 28769	TP	17,300	GAL	1	1	03/75	06/89	30,825	8,734
UTLX 37206	TP	26,000	GAL	1	1	05/75	04/89	31,000	9,042
UTLX 37207	TP	26,000	GAL	1	1	05/75	04/89	31,000	9,042
UTLX 37208	TP	26,000	GAL	1	1	05/75	04/89	31,000	9,042
UTLX 37209	TP	26,000	GAL	1	1	05/75	04/89	31,000	9,042
UTLX 37210	TP	26,000	GAL	1	1	05/75	04/89	31,000	9,042
UTLX 37211	TP	26,000	GAL	1	1	05/75	04/89	31,000	9,042
UTLX 37212	TP	26,000	GAL	1	1	05/75	04/89	31,000	9,042
UTLX 37213	TP	26,000	GAL	1	1	05/75	04/89	31,000	9,042
UTLX 37214	TP	26,000	GAL	1	1	05/75	04/89	31,000	9,042
UTLX 37215	TP	26,000	GAL	1	1	05/75	04/89	31,000	9,042
UTLX 37216	TP	26,000	GAL	1	1	05/75	04/89	31,000	9,042
UTLX 37217	TP	26,000	GAL	1	1	05/75	04/89	31,000	9,042
UTLX 37218	TP	26,000	GAL	1	1	05/75	04/89	31,000	9,042
UTLX 37219	TP	26,000	GAL	1	1	05/75	04/89	31,000	9,042
UTLX 37220	TP	26,000	GAL	1	1	05/75	04/89	31,000	9,042
UTLX 37221	TP	26,000	GAL	1	1	05/75	04/89	31,000	9,042
UTLX 37222	TP	26,000	GAL	1	1	05/75	04/89	31,000	9,042
UTLX 37223	TP	26,000	GAL	1	1	05/75	04/89	31,000	9,042
UTLX 37224	TP	26,000	GAL	1	1	05/75	04/89	31,000	9,042
UTLX 37225	TP	26,000	GAL	1	1	05/75	04/89	31,000	9,042
UTLX 37265	TP	26,000	GAL	1	1	05/75	04/89	29,555	8,629
UTLX 37266	TP	26,000	GAL	1	1	05/75	04/89	29,555	8,629

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT

WRECKED/RETIRED CARS (SCHEDULE B)

R 12 SERIES 12

07/28/89

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES-		-----DATES-----		CERTIFICATE TRUST COST	NET BOOK VALUE
						IN USE	WRECKED/RETIRED		
UTLX 37267	TP	26,000	GAL	1	1	05/75	04/89	\$ 29,555	\$ 8,620
UTLX 37271	TP	26,000	GAL	1	1	05/75	04/89	29,555	8,620
UTLX 37274	TP	26,000	GAL	1	1	05/75	04/89	29,555	8,620
UTLX 37285	TP	26,000	GAL	1	1	05/75	04/89	29,556	8,620
UTLX 37308	TP	26,000	GAL	1	1	05/75	04/89	29,556	8,620
UTLX 37309	TP	26,000	GAL	1	1	05/75	04/89	29,556	8,620
UTLX 37328	TP	26,000	GAL	1	1	05/75	04/89	29,556	8,620
UTLX 37337	TP	26,000	GAL	1	1	05/75	04/89	29,556	8,620
UTLX 37346	TP	26,000	GAL	1	1	05/75	04/89	29,556	8,620
UTLX 37356	TP	26,000	GAL	1	1	05/75	04/89	29,556	8,620
UTLX 37364	TP	26,000	GAL	1	1	05/75	04/89	29,556	8,620
UTLX 37367	TP	26,000	GAL	1	1	05/75	04/89	29,556	8,620
UTLX 46603	TM	24,000	GAL	1	1	04/75	01/89	25,946	7,459
UTLX 46604	TM	24,000	GAL	1	1	04/75	06/89	25,946	7,459
UTLX 58204	TM	23,000	GAL	1	1	12/74	09/87	25,345	6,864
UTLX 71552	TM	16,000	GAL	1	1	12/74	04/88	24,907	6,746
UTLX 72408	TM	17,000	GAL	1	1	05/75	05/89	27,894	8,136
UTLX 72611	TM	23,000	GAL	1	1	03/75	09/87	30,193	8,555
UTLX 72625	TM	13,500	GAL	1	1	01/75	05/89	27,864	7,663
UTLX 72634	TM	13,500	GAL	1	1	02/75	05/89	27,864	7,779
UTLX 72638	TM	13,500	GAL	1	1	02/75	04/89	27,864	7,779
UTLX 72639	TM	13,500	GAL	1	1	02/75	05/89	27,864	7,779
UTLX 72640	TM	13,500	GAL	1	1	02/75	05/89	27,864	7,779
UTLX 72648	TM	13,500	GAL	1	1	02/75	11/88	27,864	7,779
UTLX 72650	TM	13,500	GAL	1	1	02/75	04/89	27,864	7,779
UTLX 72656	TM	13,500	GAL	1	1	02/75	05/89	27,864	7,779
UTLX 72657	TM	13,500	GAL	1	1	02/75	04/89	27,864	7,779
UTLX 72658	TM	13,500	GAL	1	1	02/75	04/89	27,864	7,779
UTLX 72659	TM	13,500	GAL	1	1	02/75	05/89	27,864	7,779
UTLX 72661	TM	13,500	GAL	1	1	02/75	04/89	27,864	7,779
UTLX 72666	TM	13,500	GAL	1	1	02/75	04/89	27,864	7,779
UTLX 72668	TM	13,500	GAL	1	1	02/75	04/89	27,864	7,779
UTLX 72673	TM	13,500	GAL	1	1	02/75	05/89	27,864	7,779
UTLX 72678	TM	13,500	GAL	1	1	03/75	04/89	28,460	8,064
UTLX 72679	TM	13,500	GAL	1	1	03/75	05/89	28,460	8,064
UTLX 72681	TM	13,500	GAL	1	1	03/75	05/89	28,460	8,064
UTLX 72682	TM	13,500	GAL	1	1	03/75	05/89	28,460	8,064
UTLX 72687	TM	13,500	GAL	1	1	03/75	12/88	28,460	8,064
UTLX 72697	TM	13,500	GAL	1	1	03/75	04/89	28,460	8,064
UTLX 72699	TM	13,500	GAL	1	1	03/75	05/89	28,460	8,064
UTLX 72705	TM	13,500	GAL	1	1	03/75	05/89	28,460	8,064
UTLX 72706	TM	13,500	GAL	1	1	03/75	04/89	28,460	8,064
UTLX 72707	TM	13,500	GAL	1	1	03/75	05/89	28,460	8,064
UTLX 72709	TM	13,500	GAL	1	1	03/75	05/89	28,460	8,064
UTLX 72710	TM	13,500	GAL	1	1	03/75	04/89	28,460	8,064
UTLX 72712	TM	13,500	GAL	1	1	03/75	06/89	28,460	8,064

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT

WRECKED/RETIRED CARS (SCHEDULE B)

R 12 SERIES 12 07/28/89

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT NEAS	-CODES-		-----DATES-----		CERTIFICATE TRUST COST	NET BOOK VALUE	
						IN USE	WRECKED/ RETIRED			
UTLX	72714	TM	13.500	GAL	1	1	03/75	09/87	\$ 28,460	\$ 8,064
UTLX	28658	TP	17.300	GAL	1	1	02/75	07/89	31,628	8,829

NUMBER OF CARS			94						\$ 2,704,972	\$ 780,350