



Union Tank Car Company

9-352A016

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

December 5, 1989

RECORDATION NO. 8598R FILED 1425
DEC 18 1989 -11 05 AM
INTERSTATE COMMERCE COMMISSION
DEC 18 1989 -11 05 AM
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 14)
Filed December 2, 1976
Recordation No. 8598

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Eighth Supplemental Trust Agreement, dated October 23, 1989, between Union Tank Car Company and Manufacturers Hanover Trust Company, 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

NOT RECORDED
DEC 18 1989

RECORDED
DEC 18 1989



8598 R

DEC 18 1989 - 11 05 AM
INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)
)
COUNTY OF COOK)

CERTIFICATE

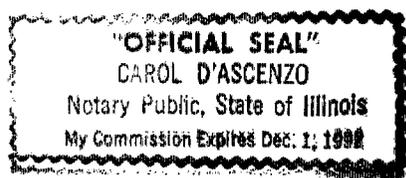
The undersigned, Carol D'Ascenzo, a Notary Public in and for said county and state, hereby states that she has compared the attached copy of the Eighth Supplemental Trust Agreement, dated October 23, 1989, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 5th day of December, 1989.

Carol D'Ascenzo

Notary Public

4066e



CONFIDENTIAL

MA 99 H-1881 81 031

ALPHABETIC ORDER OF OCCURRENCE

8598-R
DEC 18 1989 -11 05 AM

INTERSTATE COMMERCE COMMISSION

EIGHTH SUPPLEMENTAL TRUST AGREEMENT
UNION TANK CAR COMPANY (SERIES 14)

THIS EIGHTH SUPPLEMENTAL TRUST AGREEMENT, dated October 23, 1989, by and between Manufacturers Hanover Trust Company 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 December 1, 1976, providing for the issue of its Equipment Certificates (Series 14) 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.

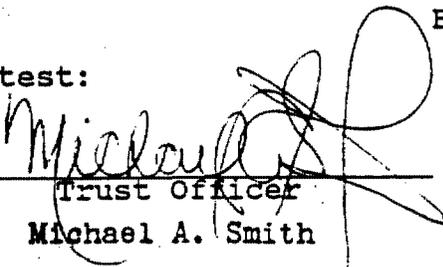
3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. Without limiting the generality of the foregoing, Trustee assumes no responsibility for the correctness of the recitals herein 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. 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.

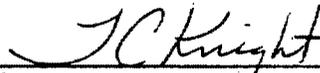
MANUFACTURERS HANOVER TRUST COMPANY

Attest:


Trust Officer
Michael A. Smith

By:

Title:



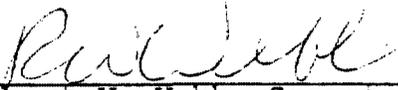
ASST. VICE PRESIDENT
T. C. KNIGHT

UNION TANK CAR COMPANY

By:


R. C. Gluth,
Executive Vice President

Attest:


Robert W. Webb, Secretary

UTCARS14

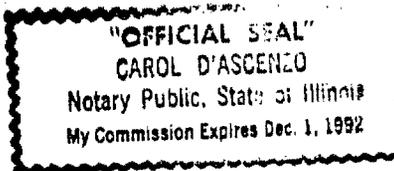
STATE OF ILLINOIS)
)
COUNTY OF COOK) SS

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 NY)
)
COUNTY OF NY) SS

On this 8th day of November, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared T. C. KNIGHT, to me known, who, being by me duly sworn, did depose and say that he is ASST. VICE PRESIDENT of Manufacturers Hanover Trust 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.

Carolyn P. Baxter
Notary Public

My Commission Expires:

CAROLYN P. BAXTER
Notary Public, State of New York
No. 41-4920073
Qualified in Queens County
Certificate filed in New York County
Commission Expires February 16, 1990

UTCARS14

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

RUN DATE: 08/23/89

PROGRAM ACIB1025

CERTIFICATE TRUST SERIES: R014

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
6	C214	5,800	UTCX46666,UTCX46668-UTCX46669,UTCX46671, UTCX47502-UTCX47503

6 TOTAL

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 RAILCAR SUBSTITUTIONS (SCHEDULE A)
 R 14 SERIES 14 08/23/89

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES-		---DATES---		CERTIFICATE TRUST COST	NET BOOK VALUE
						IN USE	WRECKED/ RETIRED		
ITCX	46666	C214	5,800	CUFT	1	1	12 88	\$ 48,657	\$ 47,035
UTCX	46668	C214	5,800	CUFT	1	1	12 88	48,657	47,035
UTCX	46669	C214	5,800	CUFT	1	1	12 88	48,657	47,035
UTCX	46671	C214	5,800	CUFT	1	1	12 88	48,657	47,035
UTCX	47502	C214	5,800	CUFT	1	1	08 88	45,750	43,462
UTCX	47503	C214	5,800	CUFT	1	1	08 88	45,750	43,462

NUMBER OF CARS								\$ 286,128	\$ 275,064

RUN DATE: 7/31/89

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST
FOR SUBSTITUTION - TERMINATED CARS

PROGRAM ACTB1027

CERTIFICATE TRUST SERIES: R014

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
1	BOXT	70	BCIT841293
1	GONT	100	UNPX102341
1	TA	13,500	12655
1	TM	8,000	72103
3	TM	13,400	76282,78093,79166
1	TM	17,000	72029
1	TM	30,000	72328
15	TP	17,300	27832,27834,27836,27839-27840,27844-27848, 27852-27854,27890,27924

24 TOTAL

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 WRECKED/RETIRED CARS (SCHEDULE B)
 R 14 SERIES 14 07/28/89

PAGE 1

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODE2-		----DATES----		CERTIFICATE TRUST CO31	NET BOOK VALUE
				CO	CTY	IN USE	WRECKED/ RETIRED		
BOXT 841295	BOXT	70	TON	3	2	11/75	06/89	\$ 27,260	\$ 8,652
GNPX 102341	GNPX	100	TON	3	2	12/75	06/89	30,964	9,934
UTLX 12355	TA	13,500	GAL	1	1	12/75	05/89	24,503	7,861
UTLX 27832	TP	17,300	GAL	1	1	11/76	08/88	34,772	12,750
UTLX 27834	TP	17,300	GAL	1	1	11/76	08/88	34,772	12,750
UTLX 27836	TP	17,300	GAL	1	1	11/76	08/88	34,772	12,750
UTLX 27839	TP	17,300	GAL	1	1	11/76	08/88	34,772	12,750
UTLX 27840	TP	17,300	GAL	1	1	11/76	08/88	34,772	12,750
UTLX 27844	TP	17,300	GAL	1	1	11/76	08/88	34,772	12,750
UTLX 27845	TP	17,300	GAL	1	1	11/76	08/88	34,772	12,750
UTLX 27846	TP	17,300	GAL	1	1	11/76	08/88	34,772	12,750
UTLX 27847	TP	17,300	GAL	1	1	11/76	08/88	34,772	12,750
UTLX 27848	TP	17,300	GAL	1	1	11/76	08/88	34,772	12,750
UTLX 27852	TP	17,300	GAL	1	1	11/76	08/88	34,772	12,750
UTLX 27853	TP	17,300	GAL	1	1	11/76	08/88	34,772	12,750
UTLX 27854	TP	17,300	GAL	1	1	11/76	08/88	34,772	12,750
UTLX 27890	TP	17,300	GAL	1	1	11/76	08/88	34,024	12,475
UTLX 27924	TP	17,300	GAL	1	1	10/76	09/88	34,265	12,421
UTLX 72029	TM	17,000	GAL	1	1	04/76	04/89	29,892	10,089
UTLX 72103	TM	6,000	GAL	1	1	04/76	09/88	25,335	8,551
UTLX 72328	TM	30,000	GAL	1	1	12/75	05/89	28,883	9,206
UTLX 76282	TM	13,400	GAL	1	1	04/76	08/88	29,214	9,860
UTLX 78093	TM	13,400	GAL	1	1	04/76	12/88	29,215	9,860
UTLX 78166	TM	13,400	GAL	1	1	04/76	08/88	29,215	9,860

NUMBER OF CARS 14 \$ 774,816 \$ 274,499