



**Union Tank Car Company**

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

6859 S  
RECORDATION NO. FILED 1483  
DEC 18 1989 -11 05 AM  
INTERSTATE COMMERCE COMMISSION

9-352A012

December 5, 1989

CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

2852 T  
RECORDATION NO. FILED 1483  
DEC 18 1989 -11 05 AM  
INTERSTATE COMMERCE COMMISSION

DEC 18 11 07 AM '89

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

RE: Equipment Trust Agreement (Series 9)  
Filed January 16, 1973  
Recordation No. 6859

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Eleventh Supplemental Trust Agreement, dated October 23, 1989, between Union Tank Car Company and Harris Trust and Savings 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

NOV 20 1989  
68. 117 45 01 01 237



REGISTRATION NO. 68595 FILED 1488

DEC 18 1989 - 11 05 AM  
INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS )  
  )  
COUNTY OF COOK    )

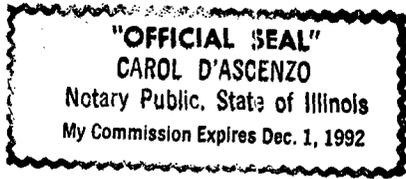
CERTIFICATE

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 Eleventh 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



RECORDING NO. 68595 FILED 148

ELEVENTH SUPPLEMENTAL TRUST AGREEMENT

DEC 18 1989 -11 05 AM

UNION TANK CAR COMPANY (SERIES 9)

INTERSTATE COMMERCE COMMISSION

THIS ELEVENTH SUPPLEMENTAL TRUST AGREEMENT, dated October 23, 1989, by and between Harris Trust and Savings 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 January 15, 1973, providing for the issue of its Equipment Certificates (Series 9) in the aggregate principal amount of \$25,000,000.

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.

HARRIS TRUST AND SAVINGS BANK

By:   
Title: VICE PRESIDENT

Attest:

  
~~XXXXXXXXXX~~  
ASSISTANT SECRETARY

UNION TANK CAR COMPANY

By:   
R. C. Gluth,  
Executive Vice President

Attest:

  
Robert W. Webb, Secretary

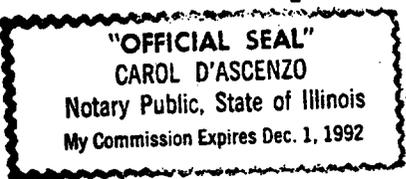
UTCARS9

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

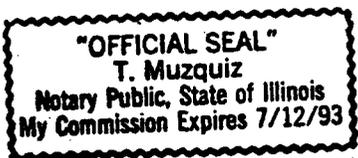


STATE OF ILLINOIS )  
COUNTY OF COOK ) SS

On this 2nd day of November, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared R.C. MASCO, to me known, who, being by me duly sworn, did depose and say that he is VICE PRESIDENT of Harris Trust and Savings 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.

*T. Muzquiz*  
Notary Public

My Commission Expires:  
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UTCARS9

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

RUN DATE: 08/23/89

PROGRAM ACTB1025

CERTIFICATE TRUST SERIES: R009

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
1	C214	5,800	UTCX46635
1	T105	20,000	640554
1	T907	25,000	900557
3 TOTAL			

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES-		----DATES----		CERTIFICATE TRUST COST	NET BOOK VALUE
						CO	CTY		
JTCX 46635	C214	5,800	CUFT	1	1	12	88	\$ 48,657	\$ 47,035
JTLX 640554	T105	20,000	GAL	1	1	12	88	51,654	49,932
JTLX 900557	T907	25,000	GAL	1	1	11	88	55,994	53,894
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NUMBER OF CARS			3					\$ 156,305	\$ 150,861

PROGRAM ACTB1027

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

RUN DATE: 7/31/89

CERTIFICATE TRUST SERIES: R009

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
2	GT	0	UNPX100293, UNPX100313
1	TA	13,700	14029
2	TM	14,500	13234, 13686
3	TM	20,000	58676, 58683, 58765
1	TMI	8,000	74111
1	TMI	22,800	73114
1	TMI	33,800	42464
1	TP	17,000	28183
4	TP	26,000	37375-37376, 37378, 37382

16 TOTAL

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
 WRECKED/RETIRED CARS (SCHEDULE B)

R 9 SERIES 9 07/28/89

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY		----DATES----		CERTIFICATE TRUST COST	NET BOOK VALUE
						IN USE	WRECKED/ RETIRED		
UNPX 100293	GT	0		3	2	10/71	06/89	\$ 20,233	\$ 2,276
UNPX 100313	GT	0		3	2	10/71	06/89	20,234	2,276
UTLX 13234	TM	14,500	GAL	1	1	10/71	11/88	19,945	2,279
UTLX 13686	TM	14,500	GAL	1	1	10/71	11/88	19,946	1,720
UTLX 14029	TA	13,700	GAL	1	1	10/71	11/88	15,797	28,310
UTLX 26183	TP	17,000	GAL	1	1	10/71	01/89	20,975	3,773
UTLX 37375	TP	26,000	GAL	1	1	09/75	04/89	30,000	22,800
UTLX 37376	TP	26,000	GAL	1	1	09/75	04/89	30,000	22,800
UTLX 37378	TP	26,000	GAL	1	1	09/75	04/89	30,000	22,800
UTLX 37382	TP	26,000	GAL	1	1	09/75	04/89	30,000	22,800
UTLX 58676	TM	20,000	GAL	1	1	10/71	05/89	16,228	1,422
UTLX 58683	TM	20,000	GAL	1	1	10/71	12/88	17,240	1,113
UTLX 58765	TM	20,000	GAL	1	1	10/71	04/89	16,511	1,611
UTLX 73114	TMI	22,800	GAL	3	2	10/71	08/88	24,273	1,611
UTLX 42464	TMI	33,800	GAL	1	1	10/71	07/89	32,016	6,162
UTLX 74111	TMI	8,000	GAL	1	1	10/71	07/89	17,024	2,837
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NUMBER OF CARS		16						\$ 360,424	\$ 146,590