



THE MARMON GROUP, INC.

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

RECORDATION NO. 7738 FILED 1428

9-352A087

December 12, 1989 DEC 19 1989 -4 05 PM

CERTIFIED MAIL
RETURN RECEIPT REQUESTED
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 7738 FILED 1428

DEC 19 1989 -4 05 PM
INTERSTATE COMMERCE COMMISSION

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

Re: Equipment Trust Agreement (Series 11)
Filed December 15, 1974
Recordation No. 7738

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Tenth Supplemental Trust Agreement, dated October 23, 1989, between Union Tank Car Company and Morgan Guaranty Trust Co., 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 are two checks totaling \$30 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
Enclosures

DEC 19 1989 3 53 PM '89

Interstate Commerce Commission
Washington, D.C. 20423

1/3/90

OFFICE OF THE SECRETARY

Patrick J. Allen
Senior Attorney
The Marmon Group, Inc
225 West Washington St.
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 12/19/89 at 4:05pm and assigned recordation number(s). 7738-A & 7738-B

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

RECORDED CO 7738 R
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DEC 19 1989 -4 05 PM

INTERSTATE COMMERCE COMMISSION

TENTH SUPPLEMENTAL TRUST AGREEMENT
UNION TANK CAR COMPANY (SERIES 11)

THIS TENTH SUPPLEMENTAL TRUST AGREEMENT, dated October 23, 1989, by and between Morgan Guaranty Trust Co. 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 15, 1974, providing for the issue of its Equipment Certificates (Series 11) 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.

MORGAN GUARANTY TRUST CO.

By: *W. Spooner*
Title: Assistant Vice President

Attest:

Catherine F. Donohue
~~Trust Officer~~
ASSISTANT SECRETARY

UNION TANK CAR COMPANY

By: *R. C. Gluth*
R. C. Gluth,
Executive Vice President

Attest:

Robert W. Webb
Robert W. Webb, Secretary

UTCARS11

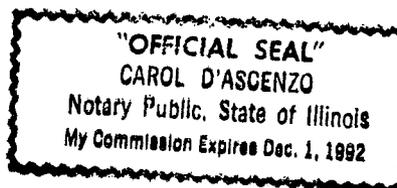
STATE OF ILLINOIS)
COUNTY OF COOK) SS

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 New York)
COUNTY OF New York) SS

On this 21st day of November, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared Catherine F. Donohue, to me known, who, being by me duly sworn, did depose and say that he is Assistant Secretary of Morgan Guaranty Trust Co.; 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.

Simone G. Vinocour
Notary Public

My Commission Expires:

SIMONE G. VINOCOUR
NOTARY PUBLIC, State of New York
No. 31-4938491
Qualified in New York County
Certificate Filed in New York County
Commission Expires November 7, 1990

UTCARS11

PROGRAM ACTB1025

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

RUN DATE: 08/23

CERTIFICATE TRUST SERIES: R011

| <u>QUANTITY</u> | <u>A.A.R. MECHANICAL DESIG. CODE</u> | <u>CAPACITY IN GALLONS</u> | <u>ROAD NUMBERS</u> |
|-----------------|----------------------------------------------|------------------------------------|---------------------|
| 4 | C214 | 5,800 | UTCX46636-UTCX46639 |
| 2 | T907 | 25,000 | 900549-900550 |
| <hr/> | | | |
| 6 | TOTAL | | |

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 RAILCAR SUBSTITUTIONS (SCHEDULE A)
 R 11 SERIES 11 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 | 46636 | C214 | 5,800 | CUFT | 1 | 1 | 12 88 | \$ 48,657 | \$ 47,035 |
| JTCX | 46637 | C214 | 5,800 | CUFT | 1 | 1 | 12 88 | 48,657 | 47,035 |
| JTCX | 46638 | C214 | 5,800 | CUFT | 1 | 1 | 12 88 | 48,657 | 47,035 |
| JTCX | 46639 | C214 | 5,800 | CUFT | 1 | 1 | 12 88 | 48,657 | 47,035 |
| JTLX | 900549 | T907 | 25,000 | GAL | 1 | 1 | 12 88 | 55,994 | 54,128 |
| JTLX | 900550 | T907 | 25,000 | GAL | 1 | 1 | 12 88 | 55,994 | 54,128 |
| <hr/> | | | | | | | | | |
| NUMBER OF CARS | | 6 | | | | | | \$ 306,616 | \$ 296,396 |

PROGRAM ACTB1027

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

RUN DATE: 7/0

CERTIFICATE TRUST SERIES: R011

| QUANTITY | A.A.R. MECHANICAL DESIG. CODE | CAPACITY IN GALLONS | ROAD NUMBERS |
|----------|-------------------------------------|---------------------------|-----------------------------------------------|
| 2 | COVE | 4,750 | UNPX121310, UTCX45883 |
| 1 | C214 | 5,800 | UTCX46681 |
| 1 | FCS | 50 | DTS 6069 |
| 3 | LOC | 4,750 | UTCX44385, UTCX44432, UTCX44459 |
| 1 | TA | 13,500 | 14192 |
| 1 | TA | 13,700 | 12962 |
| 8 | TM | 13,300 | 72958-72960, 72965, 72974-72975, 72982, 72985 |
| 2 | TM | 13,500 | 76420, 76486 |
| 1 | TM | 14,600 | 14521 |
| 1 | TM | 16,000 | 71606 |
| 2 | TM | 20,000 | 46860, 58335 |
| 6 | TM | 23,500 | 72754, 72762, 72769, 74002, 77241, 77446 |
| 2 | TMI | 20,000 | BAYX1001-BAYX1002 |
| 2 | TP | 17,300 | 28356, 28359 |
| 14 | TP | 26,000 | 37343-37345, 37347-37355, 37357-37358 |

 47 TOTAL

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT

PAGE 1

WRECKED/RETIRED CARS (SCHEDULE B)

R 11 SERIES 11 07/28/89

| ROAD NUMBER | AAR CODE | CAR CAPACITY | UNIT MEAS | -CODES- | | -----DATES----- | | CERTIFICATE TRUST COST | NET BOOK VALUE | |
|-------------|----------|--------------|-----------|---------|---|-----------------|-----------------|------------------------|----------------|-----------|
| | | | | | | IN USE | WRECKED/RETIRED | | | |
| BAYX | 1001 | TMI | 20,000 | GAL | 1 | 1 | 08/74 | 08/87 | \$ 47,960 | \$ 12,190 |
| BAYX | 1002 | TMI | 20,000 | GAL | 1 | 1 | 08/74 | 08/87 | 47,960 | 12,190 |
| DTS | 6069 | FCS | 50 | TON | 1 | 1 | 03/74 | 03/89 | 20,077 | 4,685 |
| UNPX | 121310 | COVE | 4,750 | CUFT | 2 | 2 | 02/74 | 12/88 | 21,693 | 4,971 |
| UTCX | 44385 | LCC | 4,750 | CUFT | 1 | 1 | 08/74 | 10/87 | 18,739 | 4,763 |
| UTCX | 44432 | LCC | 4,750 | CUFT | 1 | 1 | 08/74 | 10/87 | 18,739 | 4,763 |
| UTCX | 44459 | LCC | 4,750 | CUFT | 1 | 1 | 08/74 | 10/87 | 18,739 | 4,763 |
| UTCX | 45883 | COVE | 4,750 | CUFT | 1 | 1 | 08/74 | 11/87 | 20,988 | 5,334 |
| UTCX | 46681 | C214 | 5,800 | CUFT | 1 | 1 | 03/88 | 11/88 | 44,425 | 41,463 |
| UTLX | 12962 | TA | 13,700 | GAL | 1 | 1 | 11/74 | 02/88 | 20,905 | 5,575 |
| UTLX | 14192 | TA | 13,500 | GAL | 1 | 1 | 12/73 | 01/89 | 15,353 | 3,390 |
| UTLX | 14521 | TM | 14,600 | GAL | 1 | 1 | 07/74 | 06/87 | 18,875 | 4,719 |
| UTLX | 28356 | TP | 17,300 | GAL | 1 | 1 | 11/74 | 06/87 | 28,237 | 7,530 |
| UTLX | 28359 | TP | 17,300 | GAL | 1 | 1 | 11/74 | 12/87 | 28,237 | 7,530 |
| UTLX | 37343 | TP | 26,000 | GAL | 1 | 1 | 12/73 | 04/89 | 18,483 | 4,082 |
| UTLX | 37344 | TP | 26,000 | GAL | 1 | 1 | 12/73 | 04/89 | 18,483 | 4,082 |
| UTLX | 37345 | TP | 26,000 | GAL | 1 | 1 | 12/73 | 04/89 | 18,483 | 4,082 |
| UTLX | 37347 | TP | 26,000 | GAL | 1 | 1 | 12/73 | 04/89 | 18,483 | 4,082 |
| UTLX | 37348 | TP | 26,000 | GAL | 1 | 1 | 12/73 | 04/89 | 18,483 | 4,082 |
| UTLX | 37349 | TP | 26,000 | GAL | 1 | 1 | 12/73 | 04/89 | 18,483 | 4,082 |
| UTLX | 37350 | TP | 26,000 | GAL | 1 | 1 | 12/73 | 04/89 | 18,483 | 4,082 |
| UTLX | 37351 | TP | 26,000 | GAL | 1 | 1 | 12/73 | 04/89 | 18,483 | 4,082 |
| UTLX | 37352 | TP | 26,000 | GAL | 1 | 1 | 12/73 | 04/89 | 18,483 | 4,082 |
| UTLX | 37353 | TP | 26,000 | GAL | 1 | 1 | 12/73 | 04/89 | 18,483 | 4,082 |
| UTLX | 37354 | TP | 26,000 | GAL | 1 | 1 | 12/73 | 04/89 | 18,483 | 4,082 |
| UTLX | 37355 | TP | 26,000 | GAL | 1 | 1 | 12/73 | 04/89 | 18,483 | 4,082 |
| UTLX | 37357 | TP | 26,000 | GAL | 1 | 1 | 12/73 | 04/89 | 18,483 | 4,082 |
| UTLX | 37358 | TP | 26,000 | GAL | 1 | 1 | 12/73 | 04/89 | 18,483 | 4,082 |
| UTLX | 46860 | TM | 20,000 | GAL | 1 | 1 | 12/73 | 02/88 | 15,697 | 3,466 |
| UTLX | 58335 | TM | 20,000 | GAL | 1 | 1 | 12/73 | 09/88 | 17,926 | 3,959 |
| UTLX | 71606 | TM | 16,000 | GAL | 1 | 1 | 11/74 | 05/88 | 23,340 | 6,224 |
| UTLX | 72754 | TM | 23,500 | GAL | 1 | 1 | 05/74 | 10/87 | 23,263 | 5,622 |
| UTLX | 72762 | TM | 23,500 | GAL | 1 | 1 | 08/74 | 10/87 | 23,263 | 5,913 |
| UTLX | 72769 | TM | 23,500 | GAL | 1 | 1 | 08/74 | 02/88 | 23,263 | 5,913 |
| UTLX | 72958 | TM | 13,300 | GAL | 1 | 1 | 07/74 | 04/89 | 24,568 | 6,142 |
| UTLX | 72959 | TM | 13,300 | GAL | 1 | 1 | 07/74 | 12/88 | 24,568 | 6,142 |
| UTLX | 72960 | TM | 13,300 | GAL | 1 | 1 | 07/74 | 04/89 | 24,568 | 6,142 |
| UTLX | 72965 | TM | 13,300 | GAL | 1 | 1 | 07/74 | 04/89 | 24,568 | 6,142 |
| UTLX | 72975 | TM | 13,300 | GAL | 1 | 1 | 07/74 | 06/89 | 24,568 | 6,142 |
| UTLX | 72982 | TM | 13,300 | GAL | 1 | 1 | 08/74 | 12/87 | 24,568 | 6,244 |
| UTLX | 72985 | TM | 13,300 | GAL | 1 | 1 | 08/74 | 04/89 | 24,568 | 6,244 |
| UTLX | 74002 | TM | 23,500 | GAL | 1 | 1 | 01/74 | 06/87 | 21,265 | 4,785 |
| UTLX | 76420 | TM | 13,500 | GAL | 1 | 1 | 07/74 | 08/87 | 23,725 | 5,931 |
| UTLX | 76486 | TM | 13,500 | GAL | 1 | 1 | 07/74 | 10/87 | 23,725 | 5,931 |
| UTLX | 72974 | TM | 13,300 | GAL | 1 | 1 | 07/74 | 07/89 | 24,568 | 6,142 |
| UTLX | 77241 | TM | 23,500 | GAL | 1 | 1 | 03/74 | 07/89 | 21,746 | 5,074 |

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 WRECKED/RETIRED CARS (SCHEDULE B)
 R 11 SERIES 11 07/28/89

| ROAD NUMBER | AAK CODE | CAR CAPACITY | UNIT MEAS | -CODES- CO CTY | | ----DATES---- | | CERTIFICATE TRUST COST | NET BOOK VALUE |
|----------------|-------------|-----------------|--------------|-------------------|---|---------------|---------------------|------------------------------|-------------------|
| | | | | | | IN USE | WRECKED/ RETIRED | | |
| UTLX 77446 | TM | 23,500 | GAL | 1 | 1 | 03/74 | 07/89 | \$ 21,746 | \$ 5,074 |
| NUMBER OF CARS | | 47 | | | | | | \$ 1,065,192 | \$ 288,246 |