

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2009 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan UNION TANK CAR CO EAST CHICAGO, IN HOURLY EMPLOYEES' RETIREMENT PLAN	1b Three-digit plan number (PN) ▶ 111
	1c Effective date of plan 01/01/1981
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) UNION TANK CAR COMPANY 175 WEST JACKSON BOULEVARD CHICAGO, IL 60604	2b Employer Identification Number (EIN) 36-3104688 2c Sponsor's telephone number 312-431-3111 2d Business code (see instructions) 336510

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2010	GAYLE SCHAUMANN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") MARMON RETIREMENT ADMINISTRATIVE COMMITTEE 181 WEST MADISON STREET, 26TH FLOOR CHICAGO, IL 60602	3b Administrator's EIN 36-3257463 3c Administrator's telephone number 312-372-9500
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	431
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	5
b Retired or separated participants receiving benefits.....	6b	170
c Other retired or separated participants entitled to future benefits.....	6c	157
d Subtotal. Add lines 6a , 6b , and 6c	6d	332
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	89
f Total. Add lines 6d and 6e	6f	421
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
1B 1D 1G 3H 1I

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
(2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3) ☒ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
(2) ☐ **I** (Financial Information – Small Plan)
(3) ☐ **A** (Insurance Information)
(4) ☐ **C** (Service Provider Information)
(5) ☒ **D** (DFE/Participating Plan Information)
(6) ☐ **G** (Financial Transaction Schedules)

<div>SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Single-Employer Defined Benefit Plan Actuarial Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).</div> <div>▶ File as an attachment to Form 5500 or 5500-SF.</div>	<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

▶ Round off amounts to nearest dollar.
▶ Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan UNION TANK CAR CO EAST CHICAGO, IN HOURLY EMPLOYEES' RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 111
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF UNION TANK CAR COMPANY	D Employer Identification Number (EIN) 36-3104688

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B **F** Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2009		
2 Assets:		
a Market value	2a	7662702
b Actuarial value	2b	8428972
3 Funding target/participant count breakdown	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a 244	5330459
b For terminated vested participants	3b 169	1400736
c For active participants:		
(1) Non-vested benefits	3c(1)	0
(2) Vested benefits	3c(2)	291354
(3) Total active	3c(3) 18	291354
d Total	3d 431	7022549
4 If the plan is at-risk, check the box and complete items (a) and (b)	☐	
a Funding target disregarding prescribed at-risk assumptions	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor	4b	
5 Effective interest rate	5	8.30 %
6 Target normal cost	6	57017

Statement by Enrolled Actuary
To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	10/13/2010
Signature of actuary	Date
KRISTINE COOGAN E.A.	08-07417
Type or print name of actuary	Most recent enrollment number
AON CONSULTING, INC.	312-381-4800
Firm name	Telephone number (including area code)
200 EAST RANDOLPH ST, SUITE 900 CHICAGO, IL 60601	
Address of the firm	

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

Part II Beginning of year carryover and prefunding balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	2510905	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8).....	2510905	0
10	Interest on item 9 using prior year's actual return of <u>-22.04</u> %	-553403	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of <u>6.03</u> %		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance.....		0
12	Reduction in balances due to elections or deemed elections.....	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	1957502	0

Part III Funding percentages			
14	Funding target attainment percentage.....	14	92.15 %
15	Adjusted funding target attainment percentage.....	15	120.03 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	120.87 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ►			18(b)	0	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contribution from prior years.....	19a 0
b	Contributions made to avoid restrictions adjusted to valuation date	19b 0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c 0
20 Quarterly contributions and liquidity shortfalls:		
a	Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b	If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of Quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0	0	0
		(4) 4th 0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 2
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	57017
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	57017
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	57017	0
36 Additional cash requirement (item 34 minus item 35).....	36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	0
38 Interest-adjusted excess contributions for current year (see instructions).....	38	0
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>		
A Name of plan <u>UNION TANK CAR CO EAST CHICAGO, IN HOURLY EMPLOYEES' RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶	<u>111</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>UNION TANK CAR COMPANY</u>		
D Employer Identification Number (EIN) <u>36-3104688</u>		

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	<u>7662702</u>	<u>7643077</u>
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	7662702	7643077

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	3493	6248
i Acquisition indebtedness	1i		
j Other liabilities	1j		48448
k Total liabilities (add all amounts in lines 1g through 1j)	1k	3493	54696

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	7659209	7588381
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		755922
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		755922

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	711054	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		711054
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	71234	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	8295	
(4) Other	2i(4)	36167	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		115696
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		826750

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-70828
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: GRANT THORNTON LLP

(2) EIN: 36-6055558

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		20000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If yes, enter the amount of any plan assets that reverted to the employer this year ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection.
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan <u>UNION TANK CAR CO EAST CHICAGO, IN HOURLY EMPLOYEES' RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>111</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>UNION TANK CAR COMPANY</u>	D Employer Identification Number (EIN) <u>36-3104688</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>94-1347393</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3 <u>0</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
--	-----------------------------------	-----------------------------------	-------------------------------	--

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Schedule R (Form 5500) 2009
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**FINANCIAL STATEMENTS AND REPORT OF
INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS
UNION TANK CAR COMPANY EAST CHICAGO, INDIANA
HOURLY EMPLOYEES' RETIREMENT PLAN
DECEMBER 31, 2009 AND 2008**

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Plan Administrator
Union Tank Car Company East Chicago, Indiana
Hourly Employees' Retirement Plan

Audit • Tax • Advisory

Grant Thornton LLP
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We were engaged to audit the accompanying statements of net assets available for benefits of the Union Tank Car Company East Chicago, Indiana Hourly Employees' Retirement Plan (the "Plan") as of December 31, 2009 and 2008, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in note F, which was certified by Wells Fargo Bank, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the trustee as of and for the years ended December 31, 2009 and 2008, that the information provided to the Plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Grant Thornton LLP

Chicago, Illinois
October 11, 2010

Union Tank Car Company East Chicago, Indiana
Hourly Employees' Retirement Plan
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31,

	<u>2009</u>	<u>2008</u>
Assets		
Plan interest in Marmon Retirement Master Trust, at fair value	\$7,643,077	\$7,662,702
Liabilities		
Administrative expenses payable	6,248	3,493
Due to qualified plan	<u>48,448</u>	<u>-</u>
Total liabilities	<u>54,696</u>	<u>3,493</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$7,588,381</u></u>	<u><u>\$7,659,209</u></u>

The accompanying notes are an integral part of these statements.

Union Tank Car Company East Chicago, Indiana
Hourly Employees' Retirement Plan
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years ended December 31,

	<u>2009</u>	<u>2008</u>
Investment income (loss)		
Plan interest in Marmon Retirement Master		
Trust net investment income (loss)	\$ 755,922	\$ (2,264,680)
Benefits paid to participants	(711,054)	(680,195)
Administrative expenses	(79,529)	(56,272)
Other expense	<u>(36,167)</u>	<u>-</u>
NET DECREASE	(70,828)	(3,001,147)
Net assets available for benefits		
Beginning of year	<u>7,659,209</u>	<u>10,660,356</u>
End of year	<u><u>\$7,588,381</u></u>	<u><u>\$ 7,659,209</u></u>

The accompanying notes are an integral part of these statements.

**Union Tank Car Company East Chicago, Indiana
Hourly Employees' Retirement Plan
NOTES TO FINANCIAL STATEMENTS
December 31, 2009 and 2008**

NOTE A - DESCRIPTION OF THE PLAN

The following description of the Union Tank Car Company East Chicago, Indiana Hourly Employees' Retirement Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

General

The Plan is a non-contributory defined benefit plan subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). The Plan is administered by a Retirement Committee composed of representatives of Union Tank Car Company (the "Company").

Effective August 15, 1983, the Plan was frozen. No additional participants were admitted to the Plan after August 15, 1983.

Effective May 2008, the Company closed the East Chicago, Indiana plant.

Participation

In accordance with the provisions of the Plan, each hourly employee of the Company prior to August 15, 1983, was eligible for participation in the Plan after one year of service.

Vesting

A participant is entitled to receive retirement benefits regardless of future service with the Company after the participant has completed five years of service.

Funding

Contributions made to the Plan are based on actuarial computations of the amounts necessary to fund currently the Plan's normal (current service) costs. The Plan has met the minimum funding requirements of ERISA.

Benefits

Plan benefits are provided as follows:

Normal retirement - Upon the attainment of age 65, a participant will receive a monthly pension ranging from \$10.00 to \$21.00 (based on the date of retirement), multiplied by the participant's years of credited service earned up to August 15, 1983, and reduced by the monthly amount of any other pension benefits provided by the Company or its affiliates.

**Union Tank Car Company East Chicago, Indiana
Hourly Employees' Retirement Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2009 and 2008**

NOTE A - DESCRIPTION OF THE PLAN - Continued

Benefits - Continued

Early retirement - For retirement after the attainment of age 55 and 10 years of service, the amount that would have been paid at normal retirement is reduced actuarially for the period of time by which the early retirement date preceded the participant's attainment of age 65, unless the participant attains age 62 after December 31, 1975, in which case the following provisions apply: (1) there would be no reduction in benefits if the participant's benefit payments begin on or after the first month coincident or following the 62nd birthday or (2) if benefit payments begin before the 62nd birthday, there would be a 0.25% reduction per month for each month the first early retirement benefit precedes the first day of the month coincident with or next following the 62nd birthday.

Benefits are based on each employee's years of credited service multiplied by a fixed rate specified by the Plan.

Termination

While the Company has not expressed any intent to discontinue its contributions, it may do so subject to collective bargaining, if required, and the provisions of ERISA. In the event such discontinuance results in the termination of the Plan, the available net assets of the Plan will be allocated to participants' benefits, as prescribed by ERISA, generally in the following order:

1. Certain annuity benefits those former employees or their beneficiaries are receiving or that employees eligible for retirement would have been receiving had they retired.
2. Other vested benefits insured by the Pension Benefit Guaranty Corporation ("PBGC"), as discussed below.
3. All other vested benefits.
4. All non-vested benefits.

The PBGC guarantees some, but not all, vested retirement benefits and certain disability and survivor's pensions.

**Union Tank Car Company East Chicago, Indiana
Hourly Employees' Retirement Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2009 and 2008**

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("US GAAP").

New Accounting Guidance

In May 2009, Accounting Standards Update ("ASU") No. 2009-01 was issued, which establishes principles and requirements for subsequent events. The adoption during 2009 had no financial impact on the Plan's financial statements, but expanded disclosures.

In June 2009, ASU No. 2009-02 was issued, which identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements of non-governmental entities that are presented in conformity with US GAAP. The adoption did not have a material impact on the Plan's financial statements.

In September 2009, new accounting guidance was issued for reporting fair value measurements and disclosures of investments in certain entities that calculate net asset value ("NAV") per share (or its equivalent). The Plan adopted this new guidance effective December 31, 2009, and determined it had no effect on the Plan's financial statements.

In January 2010, additional guidance was issued to improve the disclosures related to fair value measurements. This guidance requires expanded fair value disclosures, including the reasons for significant transfers between Level 1 and Level 2. In addition, clarification is provided about existing disclosure requirements, such as fair value measurement disclosures for each class of assets and liabilities that are determined based on their nature and risk characteristics and their placement in the fair value hierarchy (that is, Level 1, Level 2 or Level 3), as opposed to each major category of assets and liabilities, as required in the previous guidance.

Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that may affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Significant estimates are used in determining the actuarial present value of accumulated Plan benefits.

**Union Tank Car Company East Chicago, Indiana
Hourly Employees' Retirement Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2009 and 2008**

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Actuarial Present Value of Accumulated Plan Benefits

Accumulated Plan benefits (note C) are those estimated future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to services rendered by employees to the valuation date. Accumulated Plan benefits include benefits expected to be paid to (1) retired or terminated employees or their beneficiaries, (2) beneficiaries of employees who have died and (3) present employees or their beneficiaries.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Administrative expenses are paid by the Plan unless paid by the Company.

Subsequent Events

The financial statements and related disclosures include an evaluation of events up through and including October 11, 2010, which is the date the financial statements were available to be issued.

NOTE C - ACCUMULATED PLAN BENEFITS

The Plan's actuary estimates the actuarial present value of accumulated Plan benefits, which is the amount that results from applying actuarial assumptions to adjust the accumulated Plan benefits earned by the participants to reflect the time value of money (through discounts for interest) and probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment.

Union Tank Car Company East Chicago, Indiana
Hourly Employees' Retirement Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2009 and 2008

NOTE C - ACCUMULATED PLAN BENEFITS - Continued

The actuarial present value of accumulated Plan benefits as of December 31, 2008 and 2007, is as follows:

	<u>2008</u>	<u>2007</u>
Vested benefits		
Participants currently receiving payments	\$5,594,459	\$4,751,292
Other participants	<u>1,959,090</u>	<u>2,757,775</u>
Total actuarial present value of accumulated Plan benefits	<u>\$7,553,549</u>	<u>\$7,509,067</u>

The change in the actuarial present value of accumulated Plan benefits is as follows for the year ended December 31, 2008:

Actuarial present value of accumulated Plan benefits, beginning of year	\$7,509,067
Increase (decrease) during the year attributable to	
Interest	574,041
Benefits paid	(680,195)
Change in actuarial assumptions*	292,138
Benefits accumulated	<u>(141,502)</u>
Actuarial present value of accumulated Plan benefits, end of year	<u>\$7,553,549</u>

*Change in actuarial assumptions relates to change in mortality table and rate of return for 2008.

The significant actuarial assumptions underlying the actuarial computations are as follows:

Assumed rate of return on investments	2008 - 7.5% per annum
	2007 - 8.0% per annum
Mortality basis	2008 - RP 2000 Annuitant/Non-Annuitant Mortality Table Projected to 2009
	2007 - RP 2000 Annuitant/Non-Annuitant Mortality Table Projected to 2008
Assumed average retirement age	65

**Union Tank Car Company East Chicago, Indiana
Hourly Employees' Retirement Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2009 and 2008**

NOTE C - ACCUMULATED PLAN BENEFITS - Continued

These actuarial assumptions are based on the presumption that the Plan will continue. If the Plan is terminated, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated Plan benefits.

NOTE D - INVESTMENT IN MASTER TRUST

The Plan is a participant in the Marmon Retirement Master Trust (the "Master Trust"). The Plan's investment in the Master Trust is stated at its equity in the net assets of the Master Trust representing 30.1% and 33.4% of the net assets of the Master Trust at December 31, 2009 and 2008, respectively. All investments are with, and the related income (loss) is derived from, the Master Trust. The Plan includes its equity in the net income (loss) of the Master Trust in the statements of changes in net assets available for benefits. Net income or loss of the Master Trust is allocated quarterly, on a daily weighted-dollar averaging basis, except for certain administrative expenses that are attributable and charged specifically to the Plan.

The investments of the Master Trust are recorded at fair value. The fair value of the Master Trust's investments is determined as follows:

1. Mortgage - Valued at the basis of their future principal and interest payments discounted at prevailing interest rates for similar investments.
2. Mutual funds - The fair value of the shares owned in the mutual funds is based on the NAV of the mutual funds on the last business day of the Plan year. The NAV of the mutual funds is based on the fair value of the underlying investments held by the funds, which are traded on an active market. There were no unfunded commitments and no redemption limitations or notice periods, but the investment advisor reserves the right to temporarily delay withdrawals from the mutual funds in order to ensure that the securities liquidations will be carried out in an orderly business manner.
3. Money market fund - Valued at their outstanding balances, which approximate fair value.

Income from investments, including interest income, is recorded as earned on an accrual basis. Dividends are recorded on the ex-dividend date. Purchases and sales of securities are recorded on a trade-date basis.

Union Tank Car Company East Chicago, Indiana
Hourly Employees' Retirement Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2009 and 2008

NOTE D - INVESTMENT IN MASTER TRUST - Continued

The Master Trust's assets are as follows as of December 31:

	<u>2009</u>	<u>2008</u>
Assets		
Investments, at fair value		
Mutual funds	\$25,011,075	\$22,822,106
Mortgage	-	4,021
Money market fund	<u>132,358</u>	<u>137,246</u>
Total investments	25,143,433	22,963,373
Receivable	215,001	-
Accrued income	<u>-</u>	<u>57</u>
Total assets	<u>\$25,358,434</u>	<u>\$22,963,430</u>

The net investment income (loss) for the Master Trust is as follows for the years ended December 31:

	<u>2009</u>	<u>2008</u>
Net investment income (loss)		
Interest	\$ 537	\$ 1,901
Net realized and unrealized appreciation (depreciation) in fair value of mutual funds	1,310,446	(7,735,533)
Dividends	<u>1,079,392</u>	<u>955,620</u>
Net investment income (loss)	<u>\$2,390,375</u>	<u>\$(6,778,012)</u>

NOTE E - FAIR VALUE MEASUREMENTS

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provides a framework for establishing that fair value. The framework for determining fair value is based on a fair value hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Plan's assets measured at fair value on a recurring basis at December 31, 2009 and 2008, and the valuation techniques used by the Plan to determine those fair values.

Union Tank Car Company East Chicago, Indiana
Hourly Employees' Retirement Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2009 and 2008

NOTE E - FAIR VALUE MEASUREMENTS - Continued

Level 1 - In general, fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Plan has the ability to access.

Level 2 - Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets and liabilities in active markets, and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 - Inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques taking into account the characteristics of the asset. Significant Level 3 inputs include original transaction price, quoted prices for similar securities or assets in active markets, completed or pending third-party transactions in the underlying investment or comparable issuers, and changes in financial ratios or cash flows.

In instances where inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

Assets at fair value as of December 31, 2009

	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Balance at December 31, 2009
Mutual funds				
Equity investments (a)	\$ 5,397,701	\$ -	\$ -	\$ 5,397,701
Fixed income investments (a)	19,613,374	-	-	19,613,374
Money market fund (b)	<u>-</u>	<u>132,358</u>	<u>-</u>	<u>132,358</u>
Total assets	<u>\$25,011,075</u>	<u>\$132,358</u>	<u>\$ -</u>	<u>\$25,143,433</u>

Union Tank Car Company East Chicago, Indiana
Hourly Employees' Retirement Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2009 and 2008

NOTE E - FAIR VALUE MEASUREMENTS - Continued

Assets at fair value as of December 31, 2008

	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Balance at December 31, 2008
Mutual funds	\$22,822,105	\$ -	\$ -	\$22,822,105
Mortgages	-	-	4,021	4,021
Money market fund	-	<u>137,247</u>	-	<u>137,247</u>
Total assets	<u>\$22,822,105</u>	<u>\$137,247</u>	<u>\$4,021</u>	<u>\$22,963,373</u>

(a) Based on quoted market prices in active markets at the close of business on December 31, 2009.

(b) Money market fund is valued at \$1.00/unit, which approximates fair value. Amounts are generally invested in interest-bearing money market accounts.

The following table sets forth a summary of the changes in the fair value of the Plan's Level 3 investment assets for the years ended December 31, 2009 and 2008:

Balance at December 31, 2007	\$ 20,636
Net purchases, sales, calls and maturities	<u>(16,615)</u>
Balance at December 31, 2008	4,021
Net purchases, sales, calls and maturities	<u>(4,021)</u>
Balance at December 31, 2009	\$ <u>-</u>

**Union Tank Car Company East Chicago, Indiana
Hourly Employees' Retirement Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2009 and 2008**

NOTE F - INFORMATION CERTIFIED BY THE TRUSTEE

The Plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Wells Fargo Bank, N.A. ("Wells Fargo"), the Plan's trustee, has certified that the following data included in the accompanying financial statements is complete and accurate:

- Plan interest in Marmon Retirement Master Trust, at fair value, as shown in the statements of net assets available for benefits as of December 31, 2009 and 2008.
- Plan interest in Marmon Retirement Master Trust net investment income (loss), as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2009 and 2008.
- Investment information included in the Master Trust (note D).

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements.

NOTE G - INCOME TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service ("IRS") dated April 18, 2002, stating that the Plan is designed in accordance with applicable sections of the Internal Revenue Code ("IRC") and, therefore, the related Master Trust is exempt from taxation. Subsequent to this determination by the IRS, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan administrator believes that the Plan is being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax exempt.

**Union Tank Car Company East Chicago, Indiana
Hourly Employees' Retirement Plan
NOTES TO FINANCIAL STATEMENTS - CONTINUED
December 31, 2009 and 2008**

NOTE H - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities, in general, are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the statements of net assets available for benefits.

Plan contributions are made and the actuarial present value of accumulated Plan benefits is reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term could materially affect the amounts reported and disclosed in the financial statements.

NOTE I - RELATED-PARTY TRANSACTIONS

Certain Plan assets and are investment funds managed by Wells Fargo. These transactions and payments of any fees to Plan vendors, including payments to the trustee qualify as party-in-interest transactions as defined by ERISA guidelines.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2009**This Form is Open to Public
Inspection**For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan Union Tank Car Co. East Chicago, IN Hourly Employees' Retirement Plan	B Three-digit plan number (PN) ▶ 111
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Union Tank Car Company	D Employer Identification Number (EIN) 36-3104688
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B ☐ Other	
F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500	

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2009</u>		
2 Assets:		
a Market value.....	2a	7,662,702
b Actuarial value.....	2b	8,428,972
3 Funding target/participant count breakdown	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	244
b For terminated vested participants.....	3b	169
c For active participants:		
(1) Non-vested benefits.....	3c(1)	0
(2) Vested benefits.....	3c(2)	291,354
(3) Total active.....	3c(3)	18
d Total.....	3d	431
4 If the plan is at-risk, check the box and complete items (a) and (b)..... ☐		
a Funding target disregarding prescribed at-risk assumptions.....	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor.....	4b	
5 Effective interest rate.....	5	8.30 %
6 Target normal cost.....	6	57,017

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>9/28/10</u>
	Signature of actuary	Date
Kristine Coogan E.A.	Type or print name of actuary	08-07417
Aon Consulting, Inc.	Firm name	Most recent enrollment number
200 East Randolph St, Suite 900		(312) 381-4800
Chicago	Address of the firm	Telephone number (including area code)
IL 60601		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2009
v.092308.1

Part II Beginning of year carryover and prefunding balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	2,510,905	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9 Amount remaining (Item 7 minus item 8)	2,510,905	0
10 Interest on item 9 using prior year's actual return of <u>22.04</u> %	(553,403)	
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		0
b Interest on (a) using prior year's effective rate of <u>6.03</u> %		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Reduction in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	1,957,502	0

Part III	Funding percentages
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14	Funding target attainment percentage.....	14	92.15 %
15	Adjusted funding target attainment percentage.....	15	120.03 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	120.87 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV Contributions and liquidity shortfalls

18 Contributions made to the plan for the plan year by employer(s) and employees.

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
	0	0			
			Totals ►	18(b)	0
					18(c)
					0

19 Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	0

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: %	2nd segment: %	3rd segment: %	☒ N/A, full yield curve used
b Applicable month (enter code)				21b 2
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions)	31	57,017
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33)	34	57,017
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	57,017	0
36 Additional cash requirement (item 34 minus item 35)	36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c)	37	0
38 Interest-adjusted excess contributions for current year (see instructions)	38	0
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37)	39	0
40 Unpaid minimum required contribution for all years	40	0

Plan Sponsor: Union Tank Car Company
Plan Name: Union Tank Car Company East Chicago , Hourly Employees' Retirement Plan
EIN: 36-3104688
Plan Number: 111

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Basis of Calculation

For Funding the cost method is Traditional Unit Credit.
For FAS 87 the cost method is Projected Unit Credit.

Assets Methods

Funding: The actuarial value of assets is calculated under a smoothed market value method by starting with market value of assets at January 1, 2007. For subsequent years, the value is determined by adjusting the market value of assets to reflect the investment gains and losses (the difference between the actual investment return and the expected investment return) during each of the last two years at the rate of 33.33% per year. The actuarial value is subject to a restriction that it not be less than 90% nor more than 110% of market value.

Market-Related Valuation of Assets for FAS87 accounting purposes is determined by using their Fair Value.

Dates of Calculations

Valuation Date: January 1, 2009
Measurement Date: December 31, 2008

Employees Included in the Calculations

All active employees who have met the plan's eligibility requirements as of the valuation date are included in the calculations. Former employees or their survivors who are receiving or entitled to receive an immediate or deferred benefit under the provisions of the plan are also included.

Source of Data

Data is as of the valuation date and is supplied to us by the Employer.

Plan Sponsor: Union Tank Car Company

Plan Name: Union Tank Car Company East Chicago , Hourly Employees' Retirement Plan

EIN: 36-3104688

Plan Number: 111

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (Cont.)

Interest and Inflation Rate Assumptions

Below is a summary of interest and inflation rates used for the January 1, 2009 valuation.

Interest Rates		Assumption
(1)	Funding Target	October 31, 2008 Full Yield Curve
	(a) Effective Interest Rate	8.30%
(2)	FAS 35	7.50%
(3)	FAS 87	
	(a) Discount	6.50%
	(b) Rate of Return	7.50%

Plan Sponsor: Union Tank Car Company
Plan Name: Union Tank Car Company East Chicago , Hourly Employees' Retirement Plan
EIN: 36-3104688
Plan Number: 111

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (Cont.)

Decrement Assumptions

Below is a summary of decrements used in this valuation.

Mortality Decrements	Description
(1) Funding, FAS 35 and FAS 87	RP-2000 Mortality Table Projected to 2009 for Annuitant/Non-Annuitant Males and Females

The weighted average retirement age is 63. Sample Retirement and Termination rates are illustrated in the table below

Retirement Decrement		Termination Decrement	Male Rates	Female Rates
Age	Rates	Age		
63	1.000000	25	0.208000	0.282000
		40	0.080000	0.120000
		55	0.020000	0.020000
		65	0.000000	0.000000

Plan Sponsor: Union Tank Car Company

Plan Name: Union Tank Car Company East Chicago , Hourly Employees' Retirement Plan

EIN: 36-3104688

Plan Number: 111

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (Cont.)

Expenses

For the 2009 Plan Year and beyond, plan expenses expected to be paid out of the trust must be added into the Target Normal Cost.

Form of Benefit Payment

Employees are assumed to take the life annuity option.

Benefit and Compensation Limits:

Participant salaries are limited to the IRC Section 401(a)(17) limit that was in effect as of the beginning of the plan year.

Projected benefits are limited to the IRC Section 415(b) limit that was in effect as of the beginning of the plan year.

Plan Sponsor: Union Tank Car Company

Plan Name: Union Tank Car Company East Chicago , Hourly Employees' Retirement Plan

EIN: 36-3104688

Plan Number: 111

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods (Cont.)

Changes in Valuation Assumptions

1. The mortality table changed from the RP-2000 Annuitant/Non-Annuitant Mortality Tables projected to 2008 to the RP-2000 Annuitant/Non-Annuitant Mortality Tables projected to 2009, as prescribed by IRS.
2. The actuarial value of assets method was changed from using market value to using the 2-year smoothed average permitted under Code Section 430.

Plan Sponsor: Union Tank Car Company
Plan Name: Union Tank Car Company East Chicago , Hourly Employees' Retirement Plan
EIN: 36-3104688
Plan Number: 111

Schedule SB, Part V – Summary of Plan Provisions

The following summary describes principal plan provisions assumed in calculating the cost of your pension plan.

General Information

Original Effective Date:	July 1, 1933
Effective Date of Last Amendment:	October 7, 1985
Plan Year:	January 1st to December 31st
Employer Fiscal Year	January 1st to December 31st
Employer ID Number:	36-3104688
Plan Administrator's ID Number:	36-3104688
Plan Number:	111
Plan Sponsor:	Union Tank Car Company
Plan Freeze Date:	August 15, 1983

Eligibility

Completion of 1,000 hours of service. Entry was frozen August 15, 1983.

Plan Sponsor: Union Tank Car Company
Plan Name: Union Tank Car Company East Chicago , Hourly Employees' Retirement Plan
EIN: 36-3104688
Plan Number: 111

Schedule SB, Part V – Summary of Plan Provision (Cont.)

Vesting Schedule

100% after five years of credited service.

Normal Retirement Date

Normal Retirement Date is the later of the last day of the month of attainment of age 65.

Normal Retirement Benefit

The accrued benefit payable immediately. Accruals were frozen August 15, 1983.

Early Retirement Benefit

Upon the completion of 10 years of Credited Service and the attainment of age 55, a participant may elect to retire. He may receive an immediate benefit equal to the Normal Retirement Benefit reduced by $\frac{1}{4}\%$ per month for ages between 55 and 62. There is no reduction for benefits payable after age 62.

Death Benefit

In the event of an active married participant's death on or before the earliest retirement age, the surviving spouse shall receive a benefit based on the participant's vested Accrued Benefit as of the date of death, but payable as if the participant had separated from service on the date of death, survived to the earliest retirement age, elected a Joint and 50% Survivor Annuity, and died on the day after the earliest retirement age.

In the event of an active married participant's death after the attainment of age 55 and the completion of 10 years of Credited Service, but prior to Normal Retirement Date, it will be assumed the participant had retired on the day prior to death and elected a Joint and 50% Survivor Benefit.

Plan Sponsor: Union Tank Car Company

Plan Name: Union Tank Car Company East Chicago , Hourly Employees' Retirement Plan

EIN: 36-3104688

Plan Number: 111

Schedule SB, Part V – Summary of Plan Provision(Cont.)

Termination Benefit

Upon the termination of employment after 5 or more Years of Service a participant shall have a vested interest in his Accrued Benefit which will be payable at Normal Retirement Date. The percentage vested shall be:

Years of Service	Vested Percent
Fewer than 5	0%
5 or more	100%

Plan Sponsor: Union Tank Car Company

Plan Name: Union Tank Car Company East Chicago , Hourly Employees' Retirement Plan

EIN: 36-3104688

Plan Number: 111

Schedule SB, Part V – Summary of Plan Provision (Cont.)

In the event that a participant has met the service requirements for Early Retirement at the date of termination, he may elect to receive his vested interest at age 55. Such benefit will be reduced as described under Early Retirement Benefit.

Normal Form of Payment

The Normal Form of Payment is an annuity paid in monthly installments for life.

Optional Methods of Settlement

All Optional Methods of Settlement are actuarially equivalent to the Normal Form of Payment. If a married participant does not elect the Normal Form of Payment or does not elect one of the Optional Methods of Settlement described below, then the participant's Retirement Benefit shall automatically be paid under option [1] below. The options are:

- (1) A reduced benefit to be paid during the participant's lifetime with one-half of the reduced benefit to be continued to his spouse for her lifetime after his death.
- (2) A reduced benefit to be paid during the participant's lifetime with the same reduced benefit to be continued to his spouse for her lifetime after his death.
- (3) A reduced benefit to be paid for 120 or 180 Months Certain and thereafter for life.
- (4) Social Security Adjustment option

Schedule SB, Part V: Statement of Actuarial Assumptions/Methods (cont.)

Changes in Valuation Assumptions

The following changes in actuarial assumptions or methods have been made since the prior valuation:

1. The mortality table changed from the RP-2000 Small Plan Combined Tables projected to 2008 to the RP-2000 Small Plan Combined Tables projected to 2009, as prescribed by IRS.
2. The actuarial value of assets method was changed from using market value to using the 2-year smoothed average permitted under Code Section 430.

Plan Sponsor: Union Tank Car Company

Plan Name: Union Tank Car Company East Chicago , Hourly Employees' Retirement Plan

EIN: 36-3104688

Plan Number: 111

Schedule SB, line 25 - Change in Method

1. The actuarial value of assets method was changed from using market value to using the 2-year smoothed average permitted under Code Section 430.
2. Effective with the January 1, 2009 valuation for the Union Tank Car Company East Chicago, Hourly Employees' Retirement Plan, Aon Consulting changed actuarial software from an internal software program to the externally based ProVal system. In accordance with Announcement 2010-3, this change qualifies for automatic approval since (1) the changes in funding target and target normal cost were each within 2%, (2) the underlying methods were unchanged from those used on the prior year's Schedule SB without regard to methods already receiving automatic approval, (3) the calculations determined with this software are no less accurate than those produced under the prior valuation system, and (4) the change was not made in conjunction with a change in enrolled actuary and actuarial firm.
3. The funding liability interest rate was changed from the IRS mandated three-segmented interest rates based on the look-back month of December 2007 to the IRS approved full yield curve based on the look- back month of October 2008.

Plan Number: 111

[illegible]

Plan Sponsor: Union Tank Car Company
Plan Name: Union Tank Car Company East Chicago , Hourly Employees' Retirement Plan
EIN: 36-3104688
Plan Number: 111

Schedule SB, line 32 - Schedule of Amortization Bases

Date Established	Period Remaining	Current Year Present Value Factor ¹	Balance		Annual Payment
			Original	Remaining	
01/01/2009	7	5.614894	\$0	\$0	\$0
Total				\$0	\$0

¹ Calculated using the October 2008 full yield curve.