



The Marmon Group LLC

A Berkshire Hathaway Company

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RECORDATION NO. 23508-C FILED

NOV 23 2015 -1 :10 PM

SURFACE TRANSPORTATION BOARD

November 11, 2015

Chief, Section Administration
Office of Proceedings
Surface Transportation Board
Documents for Recordation
395 E Street, S.W.
Washington, DC 20423-0001

Re: Union Tank Car Company
Equipment Trust Agreement Supplement No. 3
(Series S-01) (UTC Series S-01)

Dear Sir or Madam:

Enclosed is one original and two certified copies of the document described below which is to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This secondary document is dated as of November 2, 2015 and is described as follows:

Third Supplemental Indenture and Security Agreement between
Union Tank Car Company and The Bank of New York Mellon Trust
Company, N.A., as Trustee.

The primary document to which this is connected is recorded under Recordation No. 23508.

The names and addresses of the parties to the documents are as follows:

Lessor: The Bank of New York Mellon Trust Company, N.A.
Corporate Trust
2 N. LaSalle Street, Suite 1020
Chicago, IL 60602

Company: Union Tank Car Company
181 W. Madison Street, Floor 26
Chicago, IL 60606

Surface Transportation Board
Documents for Recordation
November 11, 2015
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The Equipment involved in this transaction is more fully described on Schedule A attached to this letter and made a part hereof.

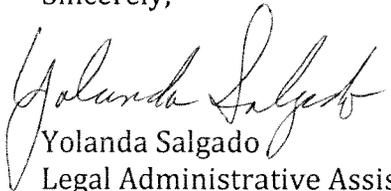
A short summary of the document to appear in the Index follows:

Equipment Trust Agreement Supplement No. 3 (Series S-01) (UTC Series S-01) is to document the removal of thirteen (13) railroad cars ("Released Equipment") from the list of Equipment and add eleven (11) railroad cars ("Replacement Equipment") which are being substituted therefore

Please file the enclosed document as a supplement to the filing referred to above and return one original and two certified copies of the document, stamped to show the filing, to me at the address given herein. Please bill account No. 22839 the filing fee.

Should you have any questions regarding the enclosed, please call me at (312) 845-5322

Sincerely,



Yolanda Salgado
Legal Administrative Assistant

Enclosures

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THIRD SUPPLEMENTAL INDENTURE AND SECURITY AGREEMENT
SURFACE TRANSPORTATION BOARD
UNION TANK CAR COMPANY (SERIES S-01)

THIS THIRD SUPPLEMENTAL INDENTURE AND SECURITY AGREEMENT, dated as of November 2, 2015, by and between Union Tank Car Company (“*Company*”), a corporation duly organized and existing under the laws of Delaware, and The Bank of New York Mellon Trust Company, N.A., as successor to Bank One, N.A. (“*Trustee*”).

Recitals

A. The Company has heretofore executed and delivered to Trustee an Indenture and Security Agreement dated as of June 13, 2001 (as amended, supplemented or modified, the “*Indenture*”) providing for the issue of its Senior Secured Notes (Series S-01), Due 2016 in the aggregate principal amount of \$110,000,000 (the “*Notes*”).

B. The Company desires to comply with Section 3.04 of the Indenture by the execution of a Supplement thereto, to evidence the replacement and substitution of certain Equipment constituting a part of the Collateral under the Indenture.

Agreement

The Company hereby covenants and agrees with Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Notes, as follows:

1. Defined Terms. Capitalized terms used in this Third Supplemental Indenture and not otherwise defined herein shall have the meaning assigned in the Indenture.

2. Substitution of Equipment. The Equipment described in Schedule A hereto (“*Replacement Equipment*”) is hereby substituted for the Equipment described in Schedule B hereto (“*Released Equipment*”).

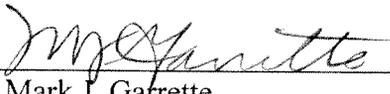
3. Replacement Equipment Subject to Indenture. The Replacement Equipment is hereby included as part of the Collateral under the Indenture and is and shall be subject to all the terms and conditions of the Indenture in all respects. The Released Equipment is hereby removed from the list of Equipment under the Indenture and is no longer subject to any provisions of the Indenture.

4. Concerning Trustee. The Trustee accepts the provisions of this Third Supplemental Indenture and Security Agreement but only upon the terms and conditions set forth in the Indenture. Without limiting the generality of the foregoing, the Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of the Company. The Trustee makes no representations and shall have no responsibility as to the validity of this Third Supplemental Indenture and Security Agreement.

4. Miscellaneous. Except as hereby expressly provided, the Indenture 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 Third Supplemental Indenture and Security Agreement may be executed in any number of counterparts, each of which shall be an original.

The Company and the Trustee have caused this Third Supplemental Indenture and Security 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 first stated above.

UNION TANK CAR COMPANY

By: 
Mark J. Garrette
Vice President

Attest:


Daniel I. Hanrahan, Secretary

**The Bank of New York Mellon
Trust Company, N.A.**

THE BANK OF NEW YORK TRUST
COMPANY, N.A.
as Trustee

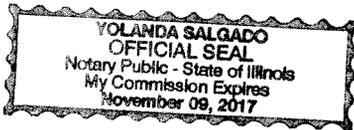
By: 
Name: **D. G. DONOVAN**
Title: **VICE PRESIDENT**

Attest:



STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On November 2, 2015, 2015, before me personally came Mark J. Garrette, to me know, who, being by me duly sworn, did depose and say that he is a Vice President of Union Tank Car Company, a Delaware corporation, 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.



Yolanda Salgado

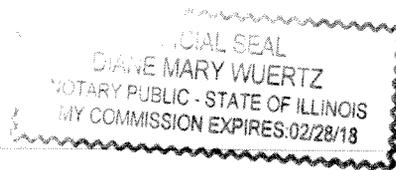
Notary Public

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On November 6, 2015, before me personally came D. G. DONOVAN to me know, who, being by me duly sworn, did depose and say that he/she is VICE PRESIDENT of The Bank of New York Trust Company, N.A., a national banking association; that he knows the seal of said association; that the seal affixed to said instrument is such seal; that it was so affixed by order of the Board of Directors of said association; and that he signed his name thereto by like order.

Diane Mary Wuerz

Notary Public



Union Tank Car Company - Treasurers' Department
Description of Equipment for Substitutions
Schedule A

Certificate Trust Series: S-01

<u>Quantity</u>	<u>A.A.R. Mechanical Description Code</u>	<u>Capacity in (Gal.;Cu.Ft.)</u>	<u>Road Number</u>
1	T419	33,800 Gal.	UTLX 951445
1	T419	33,800 Gal.	UTLX 952651
1	T107	25,785 Gal.	UTLX 664775
1	T108	28,700 Gal.	UTLX 664330
1	T106	23,470 Gal.	UTLX 664545
1	T096	23,470 Gal.	UTLX 665750
1	T106	23,470 Gal.	UTLX 665351
1	T104	16,410 Gal.	UTLX 630989
1	T107	25,790 Gal.	UTLX 669092
1	T107	25,790 Gal.	UTLX 668947
1	T107	25,790 Gal.	UTLX 669633
<u>11</u>	Total		

**Union Tank Car Company - Treasurers' Department
Wrecked/Retired Cars
Schedule B**

Certificate Trust Series: S-01

<u>Quantity</u>	<u>A.A.R. Mechanical Description Code</u>	<u>Capacity in (Gal.;Cu.Ft.)</u>	<u>Road Numbers</u>
1	T107	25,785 Gal.	UTLX 664213
1	T104	14,500 Gal.	UTLX 300483
1	T104	14,500 Gal.	UTLX 301403
1	T419	33,800 Gal.	UTLX 950987
1	T419	33,800 Gal.	UTLX 950999
1	T107	25,785 Gal.	UTLX 663943
1	T108	30,000 Gal.	UTLX 203200
1	T106	23,469 Gal.	UTLX 663670
1	T096	23,467 Gal.	UTLX 647363
1	T106	23,469 Gal.	UTLX 663713
1	T104	16,410 Gal.	UTLX 630502
1	T107	25,785 Gal.	UTLX 664211
1	T107	25,785 Gal.	UTLX 664236
<u>13</u>	Total		