RECORDATION NO. 6168-F

OCT 30 1974

INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

CERTIFICATE

The undersigned, Helen Joy Krug, a Notary Public in and for said County, states that she compared the attached copy of the Fourth Supplemental Equipment Trust Agreement dated the 8th day of October, 1974, with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 22nd day of October, 1974.

Helen Joy Krug

Notary Public

My Commission Expires July 10, 1976

THIS FOURTH SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated October 8, 1974 , by and between UNION TANK CAR COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (the "Company"), and BANKERS TRUST COMPANY, a New York corporation, Trustee (the "Trustee").

WITNESSETH:

WHEREAS, Union Tank Car Company, has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of May 1, 1971 (the "Trust Agreement"), providing for an issue of its 8.45% Equipment Trust Certificates due May 1, 1991 (the "Trust Certificates"), in aggregate principal amount of $25,000,000; and

WHEREAS, the Company has filed with the Trustee its Request for a Substitution of Equipment pursuant to Section 5.06 of the Trust Agreement; and

WHEREAS, the Company desires to comply with Section 5.03 of the Trust Agreement by the execution of a supplement thereto, to evidence the inclusion of the aforesaid Equipment as a part of the Trust Equipment under the Trust Agreement;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar to it duly paid by the Trustee at the execution of these presents, the receipt whereof is hereby acknowledged, the Company covenants and agrees with the Trustee for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

ARTICLE ONE

Substitution of Equipment

The Equipment described in Schedule A hereto is hereby substituted for the Equipment specifically described in Schedule A of the Trust Agreement and Schedule B hereto.

ARTICLE TWO

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 as though it had been part of the Trust Equipment specifically described in the Trust Agreement.

ARTICLE THREE

Concerning the Trustee

The Trustee accepts the provisions of this Fourth Supplemental Equipment Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement, as amended. 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 statements of the Company. The Trustee makes no representations and shall have no responsibility as to the validity of this Fourth Supplemental Equipment Trust Agreement.

ARTICLE FOUR

Miscellaneous Provisions

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 Fourth Supplemental Equipment Trust Agreement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Fourth Supplemental Equipment 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 and year first above written.

UNION TANK CAR COMPANY

By _____
Vice President

Attest:

_____
Assistant Secretary

BANKERS TRUST COMPANY

By _____
ASSISTANT Vice President
Romano I. Peluso

Attest:

_____
Assistant Secretary
R. Paladino

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On the 8th day of October, 1974, before me personally came D. B. Romans, to me known, who, being by me duly sworn, did depose and say that he resides at 111 W. Jackson Blvd, Chicago, Ill.; that he is a Vice President of UNION TANK CAR COMPANY, one of the corporations described in and which executed the foregoing instrument; 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.

Jacquelyn A. Mohs
Notary Public

My Commission Expires May 10, 1975

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK

On the 17th day of October, 1974, before me personally came Romano I. Peluso, to me known, who, being by me duly sworn, did depose and say that he resides at 30 EAST 85th STREET, NEW YORK, NEW YORK 10028; that he is an Assistant Vice President of BANKERS TRUST COMPANY, one of the corporations described in and which executed the foregoing instrument; 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.

Harriet A. Drandoff
Notary Public

HARRIET A. DRANDOFF
Notary Public, State of New York
No. 24-[illegible]20916
Qualified in [illegible] County
Certificate filed in New York County
Commission Expires March 30, 1976

Series 7

Description of Trust Equipment

Schedule A

Quantity	A.A.R. Mechanical Designation Code	Capacity In Gallons	Road Numbers From - Through
9	TA	13,700	14212 - 14220
9			

Series 7 | Description of Trust Equipment | Schedule B

Quantity	A.A.R. Mechanical Designation Code	Capacity In Gallons	Road Numbers
1	TM	14,000	13841
1	TMI	10,200	76897
1	TMI	13,300	76272
1	TMI	16,000	74961
1	TMI	20,000	73057
1	TMI	20,000	74740
1	TMI	23,500	75052
1	TP	26,000	38614
1	TP	33,800	29201
1	TP	33,800	38214
1	LO	3,800 cu.ft.	374129
1	Gondola	100 ton	100060
1	Gondola	100 ton	100200
13			