STATE OF ILLINOIS)
) SS
COUNTY OF LAKE)

RECORDATION NO. 6168-H Filed & Recorded
MAR 17 1975 -9 15 AM
INTERSTATE COMMERCE COMMISSION

C E R T I F I C A T E

The undersigned, Dolores C. Hansen, a Notary Public in and for said County, states that she compared the attached copy of the Fifth Supplemental Equipment Trust Agreement dated the 3rd day of February, 1975, 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 12th day of March, 1975.

Dolores C. Hansen
Notary Public

THIS FIFTH SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated February 3, 1975, 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 Fifth 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 Fifth 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 Fifth 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 Fifth 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
M. K. KLUGMAN

STATE OF ILLINOIS)
) SS
COUNTY OF LAKE)

On the 3rd day of February, 1975, before me personally came D. B. Romans, to me known, who, being by me duly sworn, did depose and say that he resides at 90 Half Day Road, Lincolnshire, 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.

Dolores C Hansen
Notary Public

STATE OF NEW YORK)
) SS
COUNTY OF New York)

On the 27th day of February, 1975, before me personally came ROMANO I. PELUSO, to me known, who, being by me duly sworn, did depose and say that he resides at 38 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.

Vincent E. Sandford
Notary Public
VINCENT E. SANDFORD
Notary Public, State of New York
No. 31-0759160
Qualified in New York County
Commission Expires March 30, 1975

UNION TANK CAR COMPANY
I.C.C. File No. 6168

Series 7

Schedule A

Description of Trust Equipment

Quantity	A.A.R. Mechanical Designation Code	Capacity in Gallons	Road Numbers From - Through
3	TM	21,000	UTLX46544 - UTLX46546

UNION TANK CAR COMPANY
I.C.C. File No. 6168

Series 7

Schedule B

Description of Trust Equipment

Quantity	A.A.R. Mechanical Designation Code	Capacity in Gallons	Road Numbers
1	TM	20,000	UTLX 48420
1	TM	20,000	UTLX 48442
1	TM	20,000	UTLX 48449
1	TM	20,000	UTLX 48455
1	TM	20,000	UTLX 48460
1	TM	20,000	UTLX 48469
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