

STATE OF ILLINOIS)
) SS
COUNTY OF LAKE)

RECORDATION NO. 5781-1 Filed & Recorded

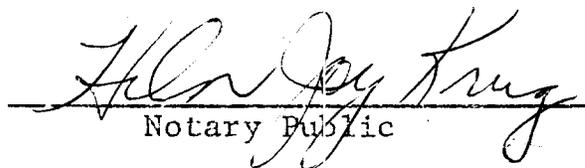
MAY 20 1975-9 25 AM

INTERSTATE COMMERCE COMMISSION

C E R T I F I C A T E

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 as of the 1st day of May, 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 9th day of May, 1975.


Notary Public

My Commission Expires May 10, 1978

THIS FOURTH SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated May 1, 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 UNITED STATES TRUST COMPANY OF NEW YORK, a New York corporation, as Trustee (the "Trustee").

WITNESSETH:

WHEREAS, Union Tank Car Company has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of July 1, 1970 (the "Trust Agreement"), providing for an issue of its 9-7/8% Equipment Trust Certificates due July 1, 1990 (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. 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.

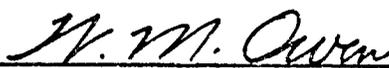
IN WITNESS WHEREOF, the Company and the Trustee have caused this Fourth Supplemental Equipment Trust Agreement to be duly executed by their respective officers thereunto duly

authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date and year first above written.

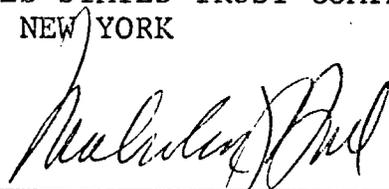
UNION TANK CAR COMPANY

By 
Vice President

Attest:


Assistant Secretary

UNITED STATES TRUST COMPANY
OF NEW YORK

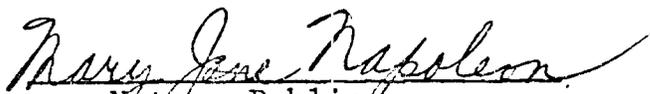
By 
Vice President

Attest:


Assistant Secretary

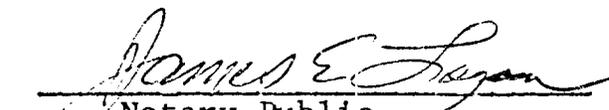
STATE OF ILLINOIS)
) SS
COUNTY OF LAKE)

On the 1st day of May, 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. 60015; 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.


Notary Public

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On the 6th day of May, 1975, before me personally came MADOLEN I. BOOD, to me known, who, being by me duly sworn, did depose and say that he resides at 6 ANGLUS LAKE WARREN NEW JERSEY; that he is a Vice President of UNITED STATES TRUST COMPANY OF NEW YORK, 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.


Notary Public

JAMES E. LOGAN
Notary Public, State of New York
No. 24-2193228
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1978
7

SCHEDULE A

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
1	TP	17,300	28787
1	TP	17,300	28788
1	TP	17,300	28789
1	TP	17,300	28790
1	TP	17,300	28791
1	TP	17,300	28792
1	TP	17,300	28793
<u>1</u>			
7			

SCHEDULE B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
1	TM	20,000	549
1	TM	20,000	77802
1	TMI	13,300	76258
1	TMI	13,300	76263
1	TMI	13,300	76504
1	TMI	13,300	76531
1	TMI	13,300	76536
1	TMI	13,300	76540
1	TMI	13,300	76557
1	TMI	13,300	76559
1	TMI	13,300	76591
1	TMI	13,300	76606
1	TMI	13,300	76633
1	TMI	13,300	76635
1	TMI	13,300	76647
1	TMI	13,300	76735
<u>1</u> 17	TP	33,800	29146