

STATE OF ILLINOIS)
COUNTY OF LAKE) SS.

RECORDATION NO. 5781-J Filed & Recorded
JAN 3 1977 2 55 PM
ILLINOIS STATE COMPTROLLER

C E R T I F I C A T E

The undersigned, Kathleen L. Friday, a Notary Public in and for said County, states that she compared the attached copy of the Seventh Supplemental Equipment Trust Agreement dated the 17th day of December, 1976, 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 27th day of December, 1976.

Kathleen L. Friday
Notary Public

(My Commission Expires: August 30, 1980)

Union Tank Car Company

7-0031043

JAN 3 1977

90 Half Day Road
Lincolnshire, Illinois 60015

An Affiliate of
Trans Union Corporation

DATE
NO. 20



Direct Tel. No. (312) 295-4311

CC Washington, D. C.

Law Department

RECORDATION NO. 5781-K Filed & Recorded

JAN 3 1977 2 45 PM

December 27, 1976

SECRET
Interstate Commerce Commission
Washington, D. C. 20423

RECORDATION NO. 5781 Filed & Recorded

JAN 3 1977 2 45 PM

RECEIVED
JAN 3 2 43 PM '77
REGISTRATION BR.

Dear Sir:

INTERSTATE COMMERCE COMMISSION

We transmit to you herewith by registered mail for recordation, pursuant to Section 20c of the Interstate Commerce Act, an original and two certified counterparts of the Seventh Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated December 17, 1976, by and between Union Tank Car Company, 90 Half Day Road, Lincolnshire, Illinois 60015 (the "Company") and United States Trust Company of New York, 130 John Street, New York, New York 10038 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of July 1, 1970, between the Company and the Bank. The Supplemental Agreement evidences the substitution under the said Equipment Trust Agreement of one railroad car, identified with the initials UTLX, and more fully described in Schedule A attached hereto. Also enclosed for recordation is an original and two certified counterparts of a Bill of Sale to the Company from the Bank, which Bill of Sale relates to the railroad car in respect of which the aforesaid substitution was made. The railroad car covered by the said Bill of Sale is identified with the initials UTLX, and is more fully described in Schedule B attached hereto. The Bill of Sale releases the Equipment described in Schedule B from the encumbrance created by the Equipment Trust Agreement.

The Supplemental Agreement and the said Bill of Sale should be recorded as supplements to the Equipment Trust Agreement dated as of July 1, 1970, which was recorded with your office on July 15, 1970, and assigned recordation number 5781. We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.

William B. Browder, Senior Vice President and General Counsel
Glenn A. McTavish, Assistant General Counsel/William B. Moore, Lyndon J. Whitlock, Senior Attorneys
William M. Owen, General Attorney/Randall A. Wolter, Arthur B. Hillman, Attorneys

Interstate Commerce Commission

Washington, D.C. 20423

1/24/77

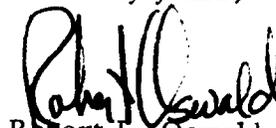
OFFICE OF THE SECRETARY

A.B. Hillman
Union Tank Car Company
90 Half Day Road
Lincolnshire, Illinois 60015

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on 1/3/77 at 2:55pm , and assigned recordation number(s) 5781-J & 5781-K

Sincerely yours,



Robert L. Oswald
Secretary

Enclosure(s)

SE-30
(5/76)

THIS SEVENTH SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated December 17, 1976, 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 Seventh 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 Seventh 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 Seventh Supplemental Equipment Trust Agreement 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 Seventh Supplemental Equipment Trust Agreement 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.

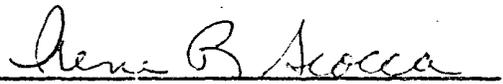
UNION TANK CAR COMPANY

By 
Vice President

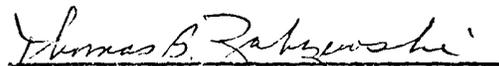
Attest:


Assistant Secretary

UNITED STATES TRUST COMPANY
OF NEW YORK

By 
Assistant Vice President

Attest:


Assistant Secretary

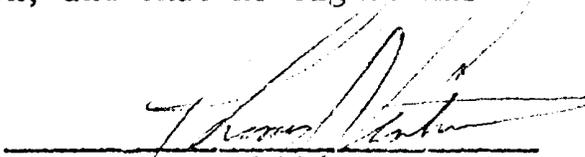
STATE OF ILLINOIS)
) SS
COUNTY OF LAKE)

On the 17th day of December, 1976, 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, Illinois; 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
MY COMMISSION EXPIRES AUG. 30, 1981

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

On the ²²~~17th~~ day of December, 1976, before me personally came IRENE R. SCOCCA, to me known, who, being by me duly sworn, did depose and say that she resides at BOYSIDE N.Y.; that she is an Assistant Vice President of UNITED STATES TRUST COMPANY OF NEW YORK, one of the corporations described in and which executed the foregoing instrument; that she 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 she signed ~~his~~ name thereto by like order.


Notary Public

THOMAS J. CENTRONE
Notary Public, State of New York
No. 41-4624265
Qualified in Queens County
Certificate filed in New York County
Commission Expires March 30, 1978

Series 6

SCHEDULE A

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.E. Mechanical Designation Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
1	TM	17,600	UTLX71801

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	LO	3800 CUFT	UTLX80387