

RECORDATION NO. 6091 B  
OCT 15 1971 - 3 30 PM  
INTERSTATE COMMERCE COMMISSION

SECURITY AGREEMENT SUPPLEMENT NO. 2

Security Agreement Supplement No. 2, dated October 15, 1971, pursuant to Security Agreement-Trust Deed dated as of March 31, 1971 (the "Security Agreement") among (i) BANKERS TRUST COMPANY, as Trustee (the "Debtor") under Trust Agreement, dated as of February 4, 1971, between INDUSTRIAL LEASING CORPORATION (the "Settlor") and the Debtor, (ii) COMMONWEALTH LIFE INSURANCE COMPANY (the "Secured Party") and (iii) the Settlor.

The Debtor hereby acknowledges that the railroad equipment described below has been delivered to the Debtor and accepted by Union Carbide Corporation (the "Lessee") pursuant to the Lease of Railroad Equipment dated as of February 4, 1971 between the Debtor and the Lessee and that such railroad equipment is part of the Collateral referred to in Section 1.1 of the Security Agreement and all rent and other sums with respect thereto is part of the Collateral referred to in Section 1.2 of the Security Agreement held by the Debtor for the security of the Secured Party subject to the terms and provisions of the Security Agreement:

Twenty-four (24) 5,250 cu. ft. lined covered hopper cars lettered and numbered UCFX 60292 through UCFX 60294, inclusive, UCFX 60300, UCFX 60303, UCFX 60313, UCFX 60314, UCFX 60325, UCFX 60328, UCFX 60344, UCFX 60346 through UCFX 60349, inclusive, UCFX 60352 through UCFX 60356, inclusive, UCFX 60358 through UCFX 60360, inclusive, UCFX 60364 and UCFX 60365.

BANKERS TRUST COMPANY, as Trustee

By [Signature]

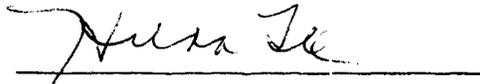
Title

VICE PRESIDENT

(Corporate Seal)

STATE OF NEW YORK )  
CITY AND COUNTY OF NEW YORK ) ss.:

On this 15th day of October, 1971, before me personally appeared James F. Conlan , to me personally known, who being by me duly sworn, says that he is a <sup>VICE PRESIDENT</sup> of BANKERS TRUST COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said bank, that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.



(Seal)

My commission expires:

HILDA LEE  
Notary Public, State of New York  
No. 31-746968U  
Qualified in New York County  
Commission Expires March 30, 1972