

Union Tank Car Company

RECORDATION NO. *6168-B* Filed & Recorded

7-31410000V 10 1977-12 21



90 Half Day Road  
Lincolnshire, Illinois 60015

Direct Tel. No.:

NOV 10 1977 INTERSTATE COMMERCE COMMISSION

An Affiliate of  
Trans Union Corporation

November 8, 1977

Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

RECORDATION NO. *6168-3m* Filed & Recorded

NOV 11 1977 2:41 PM

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 October 25, 1977, by and between Union Tank Car Company, 90 Half Day Road, Lincolnshire, Illinois 60015 (the "Company") and Bankers Trust Company, One Bankers Trust Plaza, New York, New York 10015 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of May 1, 1971, between the Company and the Bank. The Supplemental Agreement evidences the substitution under the said Equipment Trust Agreement of 12 railroad cars, identified with the initials RTCX, 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 13 railroad cars in respect of which the aforesaid substitution was made. The railroad cars covered by the said Bill of Sale are each identified with the initials UTLX, unless indicated otherwise, and are 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 May 1, 1971, which was recorded with your office on May 28, 1971, and assigned recordation number 6168. We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.

Please return the original copy of the Supplemental Agreement and the Bill of Sale to the undersigned.

Very truly yours,

UNION TANK CAR COMPANY

By: A. B. Hillman  
Attorney

Encls.

11/10/77

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

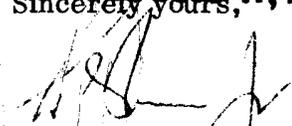
A.B. Hillman, Atty.  
Union Tank Car Company  
90 Half Day Road  
Lincolnshire, Illinois 60015

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 **11/10/77** at **12:40pm** and assigned recordation number(s)

**6168-1, 6168-M, 7299-F & 7299-G**  
Sincerely yours,

  
H. G. Homme, Jr.  
Acting Secretary

Enclosure(s)

SE-30-T  
(6/77)

STATE OF ILLINOIS )  
                          ) SS  
COUNTY OF LAKE    )

RECORDATION NO. 6168-8 Filed & Recorded  
NOV 10 1977-12 40 PM  
**INTERSTATE COMMERCE COMMISSION**

C E R T I F I C A T E

The undersigned, Donna S. Golson, a Notary Public in and for said County, states that she compared the attached copy of the Seventh Supplemental Equipment Trust Agreement the 25th day of October, 1977, 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 8th day of November, 1977.

Donna S. Golson  
Notary Public

THIS SEVENTH SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated October 25, 1977, 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 Seventh 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 Seventh Supplemental Equipment Trust Agreement.

## ARTICLE FOUR

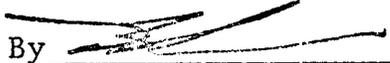
### Miscellaneous Provisions

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.

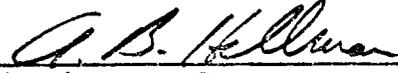
This Seventh Supplemental Equipment Trust Agreement be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Seventh 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.

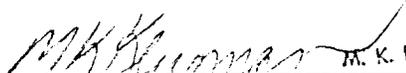
UNION TANK CAR COMPANY

By   
Vice President

Attest:

  
Assistant Secretary

BANKERS TRUST COMPANY

By  M. K. KLUGMAN  
ASSISTANT Vice President

Attest:

  
R. J. NOBLETT  
Assistant Secretary

STATE OF ILLINOIS    )  
                          )    SS  
COUNTY OF LAKE     )

On the 25th day of October, 1977, 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 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.

Donna S. Gelson  
Notary Public

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

On the 3<sup>rd</sup> day of November, 1977, before me personally came M. K. KLUGMAN, to me known, who, being by me duly sworn, did depose and say that he resides at 14 Greenwood Drive Millington, N.J. 07946; that he is a 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.

Roger Lacharite  
Notary Public

ROGER LACHARITE  
Notary Public, State of New York  
No. 41-4653344  
Qualified in Queens County  
Certificate filed in New York County  
Commission Expires March 30, 1979

## 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	21,000	RTCX27001
1	TM	21,000	RTCX27006
1	TM	21,000	RTCX27008
1	TM	21,000	RTCX27009
1	TM	21,000	RTCX27010
1	TM	21,000	RTCX27012
1	TP	34,000	RTCX37001
1	TP	34,000	RTCX37002
1	TP	34,000	RTCX37003
1	TP	33,200	RTCX37004
1	TP	33,200	RTCX37005
<u>1</u>	TP	33,200	RTCX37006

## 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	Box Car	60 FT.	CPAA205207
1	Gondola	100 Ton	UNPX100143
1	TM	14,000	UTLX13560
1	TM	20,000	UTLX48249
1	TM	29,000	UTLX48625
1	TM	29,000	UTLX48631
1	TM	26,000	UTLX58969
1	TM	26,000	UTLX58973
1	TM	20,000	UTLX59328
1	TMI	16,800	UTLX74989
1	TMI	23,500	UTLX75006
1	TMI	22,500	UTLX75266
<u>1</u>	TMI	10,200	UTLX77285