

7464-B  
RECORDATION NO. \_\_\_\_\_ Filed & Recorded

SEP 27 1974 - 12 02 PM

INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS    )  
                              )    SS.  
COUNTY OF COOK     )

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 Second Supplemental Equipment Trust Agreement dated as of September 25, 1974, between Union Tank Car Company and The First National Bank of Chicago 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 25th day of September, 1974.

*Helen Joy Krug*  
\_\_\_\_\_  
Notary Public

My Commission Expires July 10, 1976



THIS SECOND SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated as of September 25, 1974, between THE FIRST NATIONAL BANK OF CHICAGO, a national banking association, as Trustee (the "Trustee"), and UNION TANK CAR COMPANY, a Delaware corporation (the "Company").

WITNESSETH:

WHEREAS, the Company has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of April 1, 1974 (the "Trust Agreement"), providing for an issue of its 8 5/8% Equipment Trust Certificates due October 15, 1989 (the "Trust Certificates"), in aggregate principal amount of \$6,187,500; and

WHEREAS, the Company has filed with the Trustee its Request for a payment out of Deposited Cash pursuant to Section 4.02 and 4.03 of the Trust Agreement, against conveyance to the Trustee of additional Equipment to be included under the trust created by 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 (\$1.00) 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

### Additional 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 TWO

### Concerning the Trustee

The Trustee accepts the provisions of this Second Supplemental Equipment Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement as amended hereby. 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 Second Supplemental Equipment Trust Agreement.

## ARTICLE THREE

### Miscellaneous Provisions

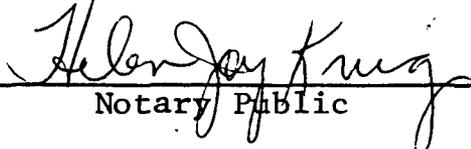
Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect.

This Second 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.



STATE OF ILLINOIS )  
 ) SS.  
COUNTY OF COOK )

On the 25th day of September, 1974, before me personally came D. B. Romans, to me known, who, being by me duly sworn, did depose and say that he resides at 111 West Jackson Boulevard Chicago, Illinois; that he is a Vice President of UNION TANK 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.

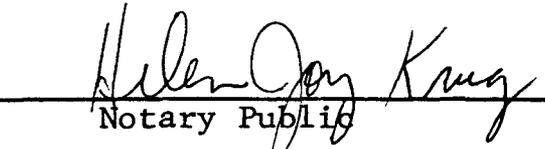
  
Notary Public

My Commission Expires July 10, 1976

STATE OF ILLINOIS )  
 ) SS.  
COUNTY OF COOK )

On the 25th day of September, 1974, before me personally came J. R. Grimes, to me known, who, being by me duly sworn, did depose and say that he resides at Chicago, Illinois; that he is a Vice President of The First National Bank Chicago, 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.

My Commission Expires July 10, 1976

  
Notary Public

SCHEDULE A

<u>Number of Units</u>	<u>Description of Trust Equipment</u>	<u>Road Numbers* From-Through (Inclusive)</u>
200	70 ton bulkhead flat cars.....	817450-817649

\*All of the above Trust Equipment is lettered BCIT.