

Union Tank Car Company

REGISTRATION NO. 7738-B Filed & Recorded



DEC 19 1977 3 55 PM

90 Half Day Road
Lincolnshire, Illinois 60015

INTERSTATE COMMERCE COMMISSION

An Affiliate of
Trans Union Corporation

Direct Tel. No.:

December 14, 1977

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

REGISTRATION NO. 7738-C Filed & Recorded

DEC 19 1977 3 55 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 Second 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 Morgan Guaranty Trust Company of New York, 23 Wall Street, New York, New York 10015 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of December 15, 1974, between the Company and the Bank. The Supplemental Agreement evidences the substitution under the said Equipment Trust Agreement of 24 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 29 railroad cars in respect of which the aforesaid substitution was made. The railroad cars covered by the said Bill of Sale identified with the initials UTLX, unless indicated otherwise, 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 December 15, 1974, which was recorded with your office on December 11, 1974, and assigned recordation number 7738. 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

7-353A148

DEC 19 1977

DATE
FEE \$
20

ICC Washington, D. C.

SCHEDULE A

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.E. Mechanical Designation Code</u>	<u>Capacity in Gallons</u>	<u>Boad Numbers</u>
3	TM	16,100	RTCX16000-RTCX16002
9	TM	21,000	RTCX21014-RTCX21022
3	TA	20,000	RTCX27301-RTCX27303
6	TM	21,000	RTCX27320-RTCX27325
2	TM	21,000	RTCX27327-RTCX27328
<u>1</u>	TM	21,000	RTCX27338
24			

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	Covered Hopper	4,750 CUFT	UTCX45864
1	Covered Hopper	4,750 CUFT	UTCX45869
1	Covered Hopper	4,750 CUFT	UTCX45870
1	Covered Hopper	4,750 CUFT	UTCX45900
1	TM	16,000	UTCX25322
1	LO	4,750 CUFT	UTLX44303
1	LO	4,750 CUFT	UTLX44308
1	LO	4,750 CUFT	UTLX44322
1	LO	4,750 CUFT	UTLX44325
1	LO	4,750 CUFT	UTLX44347
1	LO	4,750 CUFT	UTLX44348
1	LO	4,750 CUFT	UTLX44361
1	LO	4,750 CUFT	UTLX44363
1	LO	4,750 CUFT	UTLX44365
1	LO	4,750 CUFT	UTLX44488
1	TM	30,000	UTLX46779
1	TM	26,000	UTLX58256
1	TM	26,000	UTLX58358

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	23,500	UTLX72861
1	TM	23,000	UTLX72903
1	TM	23,500	UTLX74405
1	TM	17,400	UTLX74579
1	TM	17,400	UTLX74838
1	TM	17,000	UTLX75844
1	TM	17,000	UTLX75854
1	TM	23,500	UTLX77336
1	TM	17,000	UTLX78600
1	TM	17,000	UTLX78629
<u>1</u>	TM	17,000	UTLX78634

Interstate Commerce Commission

Washington, D.C. 20423

12/19/77

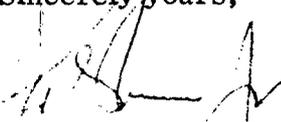
OFFICE OF THE SECRETARY

**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 **12/19/77** at **3:55pm** and assigned recordation number(s) **7758-B & 7738-C**

Sincerely yours,


H.G. Homme, Jr.
Acting Secretary

Enclosure(s)

SE-30-T
(6/77)

STATE OF ILLINOIS)
) SS
COUNTY OF LAKE)

RECORDATION NO. 7138 B Filed & Recorded

DEC 19 1977 8 55 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 Second 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 14th day of December, 1977.



Donna S. Golson
Notary Public

THIS SECOND 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 MORGAN GUARANTY
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 December 15, 1974 (the "Trust Agreement"), providing
for an issue of its Equipment Trust Certificates (Series 11)
(the "Trust Certificates"), in aggregate principal amount
of \$40,000,000; 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 Second 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 Second 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.

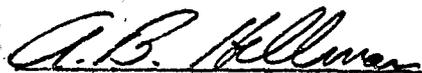
This Second Supplemental Equipment Trust Agreement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Second 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

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK

By 
~~Vice President~~
Trust Officer

Attest:


~~Trust Officer~~
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; 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.

Anna S. Gelson
Notary Public

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

On the 13th day of DECEMBER, 1977, before me personally came P. J. Crooks, to me known, who being by me duly sworn, did depose and say that he resides at Lambertville, New Jersey 08550; that he is a ~~Vice President~~ ^{TRUST Officer} of MORGAN GUARANTY TRUST COMPANY OF NEW YORK, a New York corporation 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.

Elizabeth A. Buckley
Notary Public

ELIZABETH A. BUCKLEY
Notary Public, State of New York
Qualified in Suffolk County
Certificate Filed in New York County
No. 52-4620859
Commission Expires March 30, 1979

SCHEDULE A

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2	TM	21,000	RTCX27327-RTCX27328
<u>1</u>	TM	21,000	RTCX27338

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1	LO	4,750 CUFT	UTLX44348
1	LO	4,750 CUFT	UTLX44361
1	LO	4,750 CUFT	UTLX44363
1	LO	4,750 CUFT	UTLX44365
1	LO	4,750 CUFT	UTLX44488
1	TM	30,000	UTLX46779
1	TM	26,000	UTLX58256
1	TM	26,000	UTLX58358

SCHEDULE B

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<u>1</u>	TM	17,000	UTLX78634