

Union Tank Car Company

RECORDATION NO. 7299 - H Filed 1425

OCT 25 1979 - 9 50 AM

INTERSTATE COMMERCE COMMISSION



90 Half Day Road
Lincolnshire, Illinois 60015

Direct Tel. No.:

Law Department

No. 208A011

Date OCT 25 1979

Fee \$ 20.00

October 11, 1979

A Subsidiary of
Trans Union Corporation

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

ICC Washington, D. C.

RECORDATION NO. 7299 - H Filed 1425

OCT 25 1979 - 9 50 AM

INTERSTATE COMMERCE COMMISSION

Dear Sir:

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 Fifth Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated October 1, 1979, by and between Union Tank Car Company, 90 Half Day Road, Lincolnshire, Illinois 60015 (the "Company") and National City Bank, 623 Euclid Avenue, Cleveland, Ohio 44114 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of January 15, 1974, between the Company and the Bank. The Supplemental Agreement evidences the substitution under the said Equipment Trust Agreement of 29 railroad cars, identified with the initials UTCX, 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 92 railroad cars in respect of which the aforesaid substitution was made. The railroad cars covered by the said Bill of Sale are 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 January 15, 1974, which was recorded with your office on January 14, 1974, and assigned recordation number 7299. 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 OB Hillman

Encls.

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>
29	LO	4750CUFT	UTCX 43652-43680 ✓

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>
8	LO	4700CUFT	UTCX 44124, 44130, 44157 UTCX 44168, 44215, 44277 UTCX 44596, 44613
1	TM	14500	UTLX 13894
1	TM	30000	UTLX 47461
2	TM	20000	UTLX 47644, 47648
1	TM	23000	UTLX 58548
1	TMI	22800	UTLX 73056
3	TM	23500	UTLX 74215, 74223, 74435
1	TMI	23000	UTLX 76220
2	TMI	13500	UTLX 77103, 77106
1	TMI	10000	UTLX 85915
51	TP	26000	UTLX 37250-37253, 37254, 37256 UTLX 37259-37264, 37268 UTLX 37272-37273, 37275 UTLX 37276-37280, 37282 UTLX 37283, 37286-37288 UTLX 37290-37291, 37293 UTLX 37294-37295, 37297 UTLX 37362, 37365, 37366 UTLX 37424-37435, 37438 UTLX 37439-37441
20	TP	26100	UTLX 38136, 38281, 38332 UTLX 38335, 38359, 38397 UTLX 38481, 38508, 38745 UTLX 38757, 38768, 38840 UTLX 38844, 38873, 38881 UTLX 38893, 38904, 38987 UTLX 38993, 38996

RECORDATION NO. 7299-H Filed 1425

OCT 25 1979-9 50 AM

INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)
) SS
COUNTY OF LAKE)

C E R T I F I C A T E

The undersigned, Juda M. Reuter, a Notary Public in and for said County, states that she compared the attached copy of the Fifth Supplemental Equipment Trust Agreement dated the 1st day of October, 1979, 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 11th day of October, 1979.

Juda M. Reuter
Notary Public



THIS FIFTH SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated October 1, 1979 , by and between UNION TANK CAR COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (the "Company"), and NATIONAL CITY BANK, a national banking association, 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 January 15, 1974 (the "Trust Agreement"), providing for an issue of its Equipment Trust Certificates (Series 10) (the "Trust Certificates"), in aggregate principal amount of \$35,000,000; 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 Fifth 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 Fifth Supplemental Equipment Trust Agreement.

ARTICLE FOUR

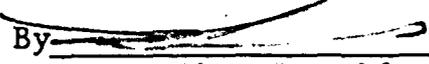
Miscellaneous Provisions

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 Fifth 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 Fifth 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:



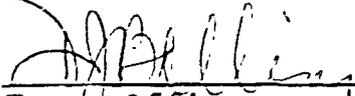
Assistant Secretary

NATIONAL CITY BANK

By 

Vice President

Attest:



Trust Officer

SCHEDULE A

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
29	LO	4750CUFT	UTCX 43652-43680

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>
8	LO	4700CUFT	UTCX 44124, 44130, 44157 UTCX 44168, 44215, 44277 UTCX 44596, 44613
1	TM	14500	UTLX 13894
1	TM	30000	UTLX 47461
2	TM	20000	UTLX 47644, 47648
1	TM	23000	UTLX 58548
1	TMI	22800	UTLX 73056
3	TM	23500	UTLX 74215, 74223, 74435
1	TMI	23000	UTLX 76220
2	TMI	13500	UTLX 77103, 77106
1	TMI	10000	UTLX 85915
51	TP	26000	UTLX 37250-37253, 37254, 37256 UTLX 37259-37264, 37268 UTLX 37272-37273, 37275 UTLX 37276-37280, 37282 UTLX 37283, 37286-37288 UTLX 37290-37291, 37293 UTLX 37294-37295, 37297 UTLX 37362, 37365, 37366 UTLX 37424-37435, 37438 UTLX 37439-37441
20	TP	26100	UTLX 38136, 38281, 38332 UTLX 38335, 38359, 38397 UTLX 38481, 38508, 38745 UTLX 38757, 38768, 38840 UTLX 38844, 38873, 38881 UTLX 38893, 38904, 38987 UTLX 38993, 38996