

NEAL GERBER EISENBERG & LURIE

208 SOUTH LASALLE STREET  
CHICAGO, ILLINOIS 60604  
(312) 269-8000

INTERSTATE COMMERCE COMMISSION

FEB 17 1988 2-4 5 PM

EARL N. MELAMED  
(312) 269-8012

February 12, 1988  
RECORDATION NO. 9911-5  
TELECOPIER (312) 269-1747

CERTIFIED MAIL - INTERSTATE COMMERCE COMMISSION  
RETURN RECEIPT REQUESTED

FEB 17 1988 2-4 5 PM

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

No. 8-048A043  
Date FEB 17 1988  
Fee \$ 20.00

Dear Sir:

ICC Washington, D. C.

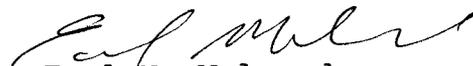
We transmit to you herewith by certified mail for recordation, pursuant to 49 U.S.C. Sec. 11303, an original and two certified counterparts of the Supplemental Trust Agreement (the "Supplemental Agreement"), by and between Union Tank Car Company, 39 South LaSalle Street, Chicago, Illinois 60603 (the "Company") and The First National Bank of Chicago, One First National Plaza, Chicago, Illinois 60670 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of December 1, 1978, between the Company and the Bank. The Supplemental Agreement evidences the substitution under said Equipment Trust Agreement of railroad cars, 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 railroad cars in respect of which the aforesaid substitution was made. The railroad cars covered by the Bill of Sale are more fully described in Schedule B attached hereto. The Bill of Sale releases the Equipment from the encumbrance created by the Equipment Trust Agreement.

The Supplemental Agreement and the Bill of Sale should be recorded as supplements to the Equipment Trust Agreement dated as of December 1, 1978, which was recorded with your office and assigned recordation number 9911. 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,

  
Earl N. Melamed

ENM/cf  
Enclosures

FEB 17 2 35 PM '88

9911-2

STATE OF ILLINOIS )  
                          ) SS.  
COUNTY OF COOK    )

**CERTIFICATE**

The undersigned, Claudette Fortman, a Notary Public in and for said County, states that she compared the attached copy of the Supplemental Trust Agreement dated the 12th day of August, 1987, 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 12th day of February, 1988.

Claudette M Fortman  
Notary Public

FEB 17 1988 2-4 5 PM

P-2E

RECORDATION NO. 9911-7 Filed 1425

THIS SUPPLEMENTAL TRUST AGREEMENT dated as of AUGUST 12, 1987, by and between UNION TANK CAR COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (the "Company"), and THE FIRST NATIONAL BANK OF CHICAGO, a national banking association, as Trustee (the "Trustee").

## WITNESSETH:

WHEREAS, Union Tank Car Company has heretofore executed and delivered to the Trustee a Trust Agreement dated as of December 1, 1978 (the "Trust Agreement"), providing for the issue of its Equipment Certificates, (Series P-2) in aggregate principal amount of \$60,000,000; and

WHEREAS, the Company desires to comply with Section 5.06 of the Trust Agreement by the execution of a supplement thereto, to evidence the inclusion of 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 upon 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 Supplemental 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 Supplemental 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.

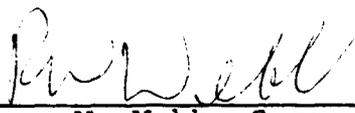
The Supplemental Trust Agreement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

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

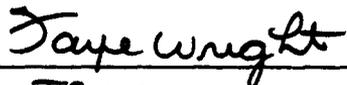
UNION TANK CAR COMPANY

By   
R.C. Gluth, Vice President

ATTEST:

  
Robert W. Webb, Secretary

THE FIRST NATIONAL BANK OF  
CHICAGO

By   
TRUST OFFICER

ATTEST:

  
~~Trust Officer~~  
Assistant Vice President



PROGRAM ACTB1025

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
SCHEDULE A - DESCRIPTION OF EQUIPMENT TRUST  
FOR SUBSTITUTION

RUN DATE: 05/1  
PAGE NO : 1

CERTIFICATE TRUST SERIES: P002

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
19	TA	13,000	TCDX13239-TCDX13243, TCDX13255-TCDX13266, TCDX13268-TCDX13269
<hr/>			
19	TOTAL		
<hr/>			
19	TOTAL FOR ALL SERIES		

PROGRAM ACT81027

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST  
FOR SUBSTITUTION - TERMINATED CARS

RUN DATE: 05/77  
PAGE NO : 2

CERTIFICATE TRUST SERIES: P002

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESIG. CODE</u>	<u>CAPACITY IN GALLONS</u>	<u>ROAD NUMBERS</u>
5	TA	13,500	11737,11859,11900-11901,11920
2	TM	14,000	25935,25947
1	TM	14,500	12105
6	TM	20,000	70435,70452,70664,70859,70876,70882
3	TM	23,500	70350,70788,71083
1	TM	26,000	58624
1	TP	25,000	98055
1	TPI	25,100	89147
1	TPI	34,000	89010
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21	TOTAL		