



Union Tank Car Company

39 South LaSalle Street
Chicago, Illinois 60603
312/372-9500

Arthur B. Hillman
Secretary and
Assistant General Counsel

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Dear Sir:

We transmit to you herewith by registered mail for recordation, pursuant to 49 U.S.C. Section 11303, an original and two certified counterparts of the First Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated October 1, 1982, by and between Union Tank Car Company, 39 S. LaSalle St., Chicago, IL, 60603 (the "Company") and Security Pacific National Bank, 333 South Hope St., Los Angeles, California, 90071 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of July 15, 1981, between the Company and the Bank. The Supplemental Agreement evidences the addition under the said Equipment Trust Agreement of 177 railroad cars, more fully described in Schedule A attached hereto.

The Supplemental Agreement should be recorded as a supplement to the Equipment Trust Agreement dated as of July 15, 1981, which was recorded with your office on July 22, 1981, and assigned recordation number 13199. We enclose herewith our check in the amount of \$10.00 payable to the Interstate Commerce Commission to cover the recordation fee.

Please return the original copy of the Supplemental Agreement to the undersigned.

Very truly yours,

UNION TANK CAR COMPANY

By Arthur B. Hillman

Enclosures

/er

13199-A
RECORDATION NO. _____ FILE NO. _____

DEC 6 - 1982 - 10 21 AM

INTERSTATE COMMERCE COMMISSION

12/6/82
Date
Fee \$ 10.00
ICC Washington, D. C.



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> |
|-----------------|---|------------------------------------|---|
| 96 | TM | 23,500 | UTLX 67387-67414, 67423-67431, 67433-67436, 67454-67498, 67560-67569 |
| 81 | TP | 25,000 | UTLX 89914-89915, 89917, 89921, 89923-89924, 92016, 92018, 92020-92021, 92030, 92033, 92037, 92051, 92060, 92106, 92122, 92135, 92182, 92204-92205, 92226, 92229, 92242, 92310, 92317, 92324, 92335, 92379, 92389, 92399, 92422-92424, 92428, 92431-92432, 92435, 92445-92446, 92448, 92460, 92463, 92465, 92469, 92489, 92491, 92541, 92555-92556, 92558, 92571, 92573, 92600, 92637, 92713, 92720, 92745, 92801, 92928, 92954, 93108, 93225, 93329, 93568, 94393, 94709, 94794, 94838, 94967, 95002, 95020, 95051, 95248, 95257, 95343, 95358, 95477, 95494, 95499, 95531 |

177 Total

RECORDED AND INDEXED 13199-A
DEC 6 - 1982 - 10 22 AM
INTERSTATE COMMERCE COMMISSION

THIS FIRST SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated as of October 1, 1982 (the "Supplement"), by and between UNION TANK CAR COMPANY, a Delaware corporation incorporated on September 23, 1980 (the "Company") and the successor to Union Tank Car Company, a Delaware corporation incorporated on January 22, 1968 ("Union"), and Security Pacific National Bank, as Trustee (the "Trustee").

WITNESSETH:

WHEREAS, Union has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of July 15, 1981, (the "Trust Agreement"), providing for an issue of its Equipment Trust Certificates (Series 19) (the "Trust Certificates"); and

WHEREAS, the aggregate final Cost (as defined in the Trust Agreement) of the Equipment heretofore transferred to the Trustee pursuant to Section 4.04 of the Trust Agreement has been determined to be less than 133-1/3% of the aggregate principal amount of Trust Certificates issued pursuant to Section 2.01 of the Trust Agreement; and

WHEREAS, pursuant to said Section 4.04, Union desires to transfer and convey to the Trustee additional Equipment in such amount and of such Cost that the final Cost of the Trust Equipment will be at least 133-1/3% of the aggregate principal amount of said Trust Certificates; 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 for other valuable consideration, 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

Addition of Equipment

The equipment described in Schedule A annexed hereto is hereby added to and 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 Supplement but only upon the terms and conditions set forth in the Trust Agreement. 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 Supplement.

ARTICLE THREE

Miscellaneous Provisions

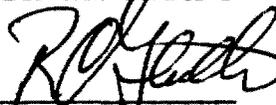
Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect.

This Supplement 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.

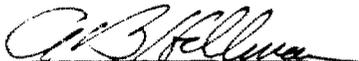
IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date and year first above written.

UNION TANK CAR COMPANY

By


Executive Vice President

ATTEST:


Secretary

SECURITY PACIFIC NATIONAL BANK,
as Trustee

By


Vice President

ATTEST:


Assistant Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On the 1st day of October, 1982, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he resides at 39 S. LaSalle Street, Chicago, IL 60603; that he is the Executive 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 authority of the Board of Directors of said corporation; and that he signed his name thereto by like authority.

Carol D'Ascenzo
Notary Public

My Commission Expires November 7, 1983

STATE OF CALIFORNIA)
) SS
COUNTY OF LOS ANGELES)

On the 15 day of November, 1982, before me personally came D. R. McEachren to me known, who, being by me duly sworn, did depose and say that he resides at 2220 6th Street, Santa Monica, California : that he is a Vice President of Security Pacific National Bank, the national banking association described in and which executed the foregoing instrument; that he knows the seal of said national banking association; that the seal affixed to said instrument is such seal; that it was so affixed by authority of the Board of Directors of said national banking association, and that he signed his name thereto by like authority.



Sonna L. Lopez
Notary Public

SCHEDULE A

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| <u>177</u> | Total | | |

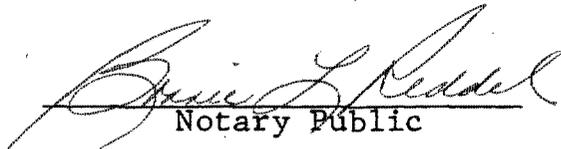
STATE OF ILLINOIS)
COUNTY OF COOK)

SS

C E R T I F I C A T E

The undersigned, Bonnie L. Reddell, a Notary Public in and for said County, states that she compared the attached copy of the First Supplemental Equipment Trust Agreement dated the 1st day of October 1982, by and between Union Tank Car Company and Security Pacific National Bank with the original document, and certifies that it is a true and correct copy in all respect.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this *30th* day of *November* 1982.


Notary Public

My Commission Expires:

February 1, 1984