

Union Tank Car Company

RECORDATION NO. 8150-^E Filed 1425

90 Half Day Road
Lincolnshire, Illinois 60015

Direct Tel. No.:

Law Department

NOV 14 1980-10 10 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 8150-^F Filed 1425

NOV 14 1980-10 30 AM

INTERSTATE COMMERCE COMMISSION

An Affiliate of
Trans Union Corporation

0-319A022

No.

NOV 14 1980

Date

Fee \$

20.00

ICC Washington, D. C.

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

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 Third Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated October 15, 1980, by and between Union Tank Car Company, 90 Half Day Road, Lincolnshire, Illinois 60015 (the "Company") and Chemical Bank, 55 Water Street, New York, New York 10041 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of December 15, 1975 between the Company and the Bank. The Supplemental Agreement evidences the substitution under the said Equipment Trust Agreement of 16 railroad cars, identified with the initials UTLX, 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 30 railroad cars in respect of which the aforesaid substitution was made. The railroad cars covered by the said Bill of Sale are 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, 1975, which was recorded with your office on December 22, 1975, and assigned recordation number 8150. 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 AB Hillman

Encls.

NOV 14 10 23 PM '80
FRANCIS

Interstate Commerce Commission
Washington, D.C. 20423

11/28/80

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 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **11/18/80** at **10:30am**, and assigned re-
recording number(s). **8150-E & 8150-F**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

NOV 14 1980 - 10 52 AM

STATE OF ILLINOIS)
) SS.
COUNTY OF LAKE)

INTERSTATE COMMERCE COMMISSION

C E R T I F I C A T E

The Undersigned, Marcia C. Weiner, a Notary Public in and for said County, states that she compared the attached copy of the Third Supplemental Equipment Trust Agreement dated the 15th day of October , 1980 , 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 7th day of November, 1980.

Marcia C. Weiner
Notary Public

(My Commission expires: June 18, 1984)

THIS THIRD SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated October 15, 1980 , by and between UNION TANK CAR COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (the "Company"), and CHEMICAL BANK, 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, 1975 (the "Trust Agreement"), providing for an issue of its Equipment Trust Certificates (Series 13) (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 acknowledge, 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 Third 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 Third 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 Third 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 Third 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 *A.P. Johnson*
Vice President

Attest:

A.B. Hillman
Assistant Secretary

CHEMICAL BANK

By *J. B. ...*
Senior Trust Officer

Attest:

J. H. Andrews
Assistant Trust Officer

STATE OF ILLINOIS)
)
COUNTY OF LAKE) SS

On the 15th day of October, 1980, 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 Rd., 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.

Marcia C. Weir
Notary Public
MY COMMISSION EXPIRES June 18, 1984

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

On the 28th day of October, 1980, before me personally came W. H. BERLS, to me known, who being by me duly sworn, did depose and say that he resides at PRIVATE ROAD; that he is a Senior Trust Officer of CHEMICAL BANK, the 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.

William R. Keyes
Notary Public
WILLIAM R. KEYES
Notary Public, State of New York
No. 24-4898213
Qualified in New York County
Commission Expires March 30, 1981

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>
16	TM	23,500	UTLX68821, 68822 UTLX68824-68837

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	Box Car	70 Ton	BCIT841190
1	Box Car	70 Ton	BCIT841358
1	Box Car	70 Ton	BCIT841371
1	Box Car	70 Ton	BCIT841372
1	Gondola	4,000 CUFT	CN199545
1	Covered Hopper	2,100 CUFT	UNPX121651
1	Covered Hopper	2,100 CUFT	UNPX121652
1	Covered Hopper	2,100 CUFT	UNPX121653
1	Covered Hopper	2,100 CUFT	UNPX121655
1	Covered Hopper	2,100 CUFT	UNPX121656
1	Covered Hopper	2,100 CUFT	UNPX121657
1	Covered Hopper	2,100 CUFT	UNPX121658
1	Covered Hopper	2,100 CUFT	UNPX121660
1	Covered Hopper	2,100 CUFT	UNPX121661
1	Covered Hopper	2,100 CUFT	UNPX121665
1	Covered Hopper	2,100 CUFT	UNPX121666
1	LO	4,750 CUFT	UTCX45519
1	LO	4,750 CUFT	UTCX45523
1	LO	4,750 CUFT	UTCX45525
1	LO	4,750 CUFT	UTCX45527
1	LO	4,750 CUFT	UTCX45537
1	LO	4,750 CUFT	UTCX45561
1	LO	4,750 CUFT	UTCX45658
1	LO	4,750 CUFT	UTCX45661
1	LO	4,750 CUFT	UTCX45739
1	LO	4,750 CUFT	UTCX45742
1	TM	14,000 GAL	UTLX12480
1	TA	12,300 GAL	UTLX12821
1	TM	20,000 GAL	UTLX41960
1	TP	23,500 GAL	UTLX75450