

NEAL GERBER EISENBERG & LURIE

208 SOUTH LA SALLE STREET

CHICAGO, ILLINOIS 60604

(312) 269-8000

INTERSTATE COMMERCE COMMISSION

FEB 17 1988 2-4 5 PM

RECORDATION NO. 7656-1425

ELECOPIER

(312) 269-1747

EARL N. MELAMED
(312) 269-8012

February 12, 1988

INTERSTATE COMMERCE COMMISSION

CERTIFIED MAIL -
RETURN RECEIPT REQUESTED

FEB 17 1988 2-4 5 PM

No. 8-048A043
Date FEB 17 1988

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION NO. 7656-1425

Date

Fee \$ 20.00

ICC W. Washington, D. C.

Dear Sir:

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 Second Supplemental Deed of Trust and Mortgage (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 Deed of Trust and Mortgage dated as of September 15, 1974, between the Company and the Bank. The Supplemental Agreement evidences the substitution under said Deed of Trust and Mortgage 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 Equipment covered by the Bill of Sale is more fully described in Schedule B attached hereto. The Bill of Sale releases the Equipment from the encumbrance created by the Deed of Trust and Mortgage.

The Supplemental Agreement and the Bill of Sale should be recorded as supplements to the Deed of Trust and Mortgage, dated as of September 15, 1974, which was recorded with your office and assigned recordation number 7656. 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
Earl N. Melamed

ENM/cf
Enclosures

RECEIVED
FEB 17 1988
2 31 PM '88

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

7656-C

CERTIFICATE

The undersigned, Claudette Fortman, a Notary Public in and for said County, states that she compared the attached copy of the Second Supplemental Deed of Trust and Mortgage dated the 1st day of July, 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

INTERSTATE COMMERCE COMMISSION

FEB 17 1988 2-45 PM

C-1E

RECORDATION NO. 7656-C Filed 1425

THIS SECOND SUPPLEMENTAL DEED OF TRUST AND MORTGAGE dated as of July 1, 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 Deed of Trust and Mortgage dated as of September 15, 1974 (the "Trust Agreement"), providing for the issue of its Equipment Certificates, (Series C-1) in aggregate principal amount of \$23,850,000; and

WHEREAS, the Company desires to comply with Section 5.02 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 Deed of Trust and Mortgage.

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 Deed of Trust and Mortgage 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 Deed of Trust and Mortgage 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.

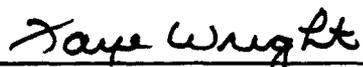
UNION TANK CAR COMPANY

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

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On the 2nd day of July, 1987, before me personally came R.C. Gluth, to me known, who, being by me duly sworn, did depose and say 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.

Carol D'Ascenzo
Notary Public

STATE OF)
) SS
COUNTY OF)

On the 12TH day of AUGUST, 1987, before me personally came FAYE WRIGHT, to me known, who being by me duly sworn, did depose and say that she is a TRUST OFFICER of THE FIRST NATIONAL BANK OF CHICAGO, 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.

Marlon Rush
Notary Public

" OFFICIAL SEAL "
MARLON RUSH
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 6/5/89

PROGRAM ACT81025

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

RUN DATE: 05/19/87
PAGE NO : 1

CERTIFICATE TRUST SERIES: P100

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESIG. CODE</u>	<u>CAPACITY IN GALLONS</u>	<u>ROAD NUMBERS</u>
1	COVE	2,900	UNPX120519
19	C214	5,701	UTCX57601-UTCX57617,UTCX57619-UTCX57620
5	TA	13,000	TCDX13270-TCDX13274
2	TP	17,300	28777,28780
<hr/>			
27	TOTAL		

PROGRAM ACTB1027

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

RUN DATE: 05/19/8
PAGE NO : 1

CERTIFICATE TRUST SERIES: P100

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESIG. CODE</u>	<u>CAPACITY IN GALLONS</u>	<u>ROAD NUMBERS</u>
85	COVE	4,700	UNPX121100-UNPX121103,UNPX121105-UNPX121107, UNPX121109,UNPX121113-UNPX121115,UNPX121118, UNPX121121,UNPX121125,UNPX121127-UNPX121136, UNPX121139-UNPX121141,UNPX121145,UNPX121147- UNPX121151,UNPX121159-UNPX121165,UNPX121167- UNPX121168,UNPX121170-UNPX121171,UNPX121175, UNPX121177-UNPX121181,UNPX121185-UNPX121187, UNPX121190-UNPX121193,UNPX121195,UNPX121197- UNPX121198,UNPX121200,UNPX121202,UNPX121205- UNPX121206,UNPX121210,UNPX121212,UNPX121214- UNPX121215,UNPX121217,UNPX121219-UNPX121220, UNPX121225-UNPX121226,UNPX121228,UNPX121230- UNPX121231,UNPX121233,UNPX121235-UNPX121242
6	GONT	100	UNPX100379,UNPX100500,UNPX100512,UNPX100518, UNPX100527,UNPX100552
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91	TOTAL		