

**TRANS UNION CORPORATION**

RECORDATION NO. 12401-C Filed 1425



RECORDATION NO. 12401-D Filed 1425

28 1981 - 8 15 AM

INTERSTATE COMMERCE COMMISSION

90 Half Day Road  
Lincolnshire, Illinois 60015 28 1981 - 8 15 AM  
312/295-4311

INTERSTATE COMMERCE COMMISSION July 27, 1981

Arthur B. Hillman  
General Attorney

Interstate Commerce Commission  
12th and Constitutional Avenue  
Washington, D.C. 20423

Re: Filing of Release -  
Recordation No. 12401

1-209A070

No. ....  
Date JUL 28 1981  
Fee \$ 20.00

ICC Washington, D. C.

FEE OPERATION RR  
I.C.C.

JUL 28 8 49 AM '81

RECEIVED

Gentlemen:

This refers to the Loan and Security Agreement (Series E) (the "Agreement") dated as of November 1, 1980, between Union Tank Car Company, 90 Half Day Road, Lincolnshire, Illinois 60015 (the "Company") and Manufacturers Hanover Trust Company, 350 Park Avenue, New York, New York 10022 (the "Bank"). The Agreement was filed with your office on November 12, 1980, and assigned recordation number 12401.

The Agreement was amended as of July 28, 1981 by Amendment No. 2 thereto to evidence the substitution under the Agreement of 1,230 railroad cars described in Schedule A attached thereto for the 1,382 railroads cars described in Schedule A to the Agreement (as heretofore amended). An original and two certified counterparts of such amendment are included herewith for recordation pursuant to 49 U.S.C. §11303.

Also enclosed for recordation is an original and two certified counterparts of a Release dated as of July 28, 1981, which relates to the railroad cars described in Schedule A to the Agreement (as heretofore amended). The Release is included herewith for recordation to clearly indicate of record that the Bank has assigned to the Company all of its right, title and interest in and to such railroad cars and that the Bank has released such railroad cars from any encumbrance with respect thereto in favor of the Bank.

We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.

12401-C

12401-D

Interstate Commerce Commission  
July 27, 1981  
Page Two

Please return the original copy of Amendment No. 2  
and the Release to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "A. B. Hillman".

A. B. Hillman  
Assistant General Counsel

ABH:klm  
Enclosures

STATE OF ILLINOIS )  
                          ) ) SS.  
COUNTY OF LAKE     )

RECORDATION NO. 12401-C  
FILED 1981

JUL 28 1981 - 8  
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 Amendment to Loan and Security Agreement dated as of July 28, 1981, 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 28th day of July, 1981.

Marcia C. Weiner  
Notary Public

MY COMMISSION EXPIRES June 18, 1984

AMENDMENT NO. 2

TO

LOAN AND SECURITY AGREEMENT

This Amendment dated as of July 28, 1981 by and between Union Tank Car Company, a Delaware corporation (hereinafter called the "Company"), and Manufacturers Hanover Trust Company, a New York banking corporation (hereinafter called the "Bank").

WHEREAS, the parties hereto have previously entered into a Loan and Security Agreement dated as of November 1, 1980 (Series E) (the "Agreement"); and

WHEREAS, the Company has filed with the Bank its Request for a Substitution of Equipment pursuant to Section 3.09 of the Agreement; and

WHEREAS, the Company desires to comply with Section 3.09 of the Agreement by the execution of an amendment thereto, to evidence the inclusion of the aforesaid Equipment as a part of the Equipment under the Agreement;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar to it duly paid by the Bank at the execution of these presents, the receipt whereof is hereby acknowledged, the Company covenants and agrees with the Bank 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 Agreement (as amended).

ARTICLE TWO

Substituted Equipment Subject to Agreement

The Company hereby grants to the Bank a continuing security interest in the Equipment described in Schedule A hereto and such Equipment is hereby included as part of the Collateral under the Agreement and is and shall be subject to all the terms and conditions of the Agreement in all respects as though it had been part of the Collateral specifically described in the Agreement.

ARTICLE THREE

Miscellaneous Provisions

Except as hereby expressly provided, the 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 Amendment 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.

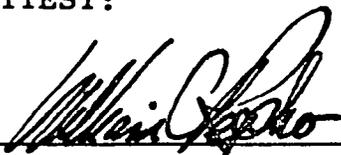
IN WITNESS WHEREOF, the Company and the Bank have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first written.

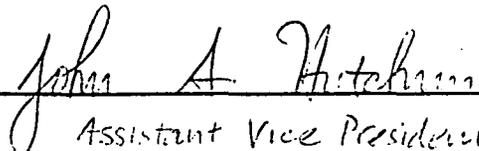
(CORPORATE SEAL)

MANUFACTURERS HANOVER TRUST COMPANY

ATTEST:

By

  
\_\_\_\_\_  
VICE PRESIDENT

  
\_\_\_\_\_  
Assistant Vice President

(CORPORATE SEAL)

UNION TANK CAR COMPANY

ATTEST:

By

  
\_\_\_\_\_  
Secretary

  
\_\_\_\_\_  
Vice President

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

On this 23<sup>rd</sup> day of July, 1981, before me personally appeared JOHN S. HUTCHINS, to me personally known, who being by me duly sworn, says that he is a Vice President of MANUFACTURERS HANOVER TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.

John F. Richards  
Notary Public

My Commission expires:

3/30/1983

JOHN F. RICHARDS  
Notary Public, State of New York  
No. 43-4502837  
Qualified in Richmond County  
Commission Expires March 30, 1983

(Notarial Seal)

STATE OF ILLINOIS )  
 ) SS:  
COUNTY OF LAKE )

On this 28th day of July, 1981, before me personally appeared W. B. BROWDER, to me personally known, who, being by me duly sworn, says that he is Vice President of UNION TANK CAR COMPANY, a Delaware corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Marcia C. Weiner  
Notary Public

My Commission expires:

June 18, 1984

(Notarial Seal)

DESCRIPTION OF TRUST EQUIPMENT

QUANTITY	A.A.R. MECHANICAL DESIGNATION CODE	CAPACITY IN GALLONS	ROAD NUMBERS
45	LO	4,750 CUFT	220202-220246
30	LO	5,820 CUFT	220102-220107, 220160-220173 UTCX43290-UTCX43299
22	TA	14,000	11290-11295, 11300, 11314-11323 13833-13837
20	TA	21,000	85595, 85612, 85851-85855 85868-85869, 85871-85872 85874, 85915, 85931-85932 85939, 85951-85952 85979, 85992
13	TL	17,300	27627, 27629-27640
19	TM	11,000	24720-24738
17	TM	13,000	60921-60922, 60925, 60927 60935, 60945-60950 60981-60986
104	TM	14,000	24739-24790, 24792, 24796-24798 24808-24851, 24857 24861-24863
15	TM	16,000	66394, 66396-66408, 66410
86	TM	17,600	65700-65702, 65704-65777 65781, 65783, 65786-65787 65790-65791, 65793 65799, 65801
51	TM	18,000	66500-66541, 66544, 66547-66548 66550-66555
140	TM	20,000	67499-67554, 68160-68196 68198, 68200-68217 68219-68226, 68237-68256
2	TM	23,000	982-983
32	TM	23,500	67437-67453, 67578, 67585 67588, 67742-67751 67756-67757

SCHEDULE A

DESCRIPTION OF TRUST EQUIPMENT

QUANTITY	A.A.R. MECHANICAL DESIGNATION CODE	CAPACITY IN GALLONS	ROAD NUMBERS
12	TM	26,000	2600-2609, 2611, 2613
46	TM	30,000	48145, 48147, 48149-48151 48154-48156, 48158-48159 48161, 48163-48165 48167-48168, 48175 48177-48182, 48186-48187 48190, 48195, 48197-48198 48200-48202, 48209 48211, 48213, 48308 48310-48314, 48317 48320-48321, 48325 48338
1	TMI	12,200	42455
15	TP	17,000	27676-27685, 27687, 27690 27695, 27698-27699
19	TP	17,300	27619-27626, 27628, 27642-27651
689	TOTAL		

DESCRIPTION OF TRUST EQUIPMENT

QUANTITY	A.A.R. MECHANICAL DESIGNATION CODE	CAPACITY IN GALLONS	ROAD NUMBERS
149	BULKHEAD FLAT	100 TON	BCOL866691-BCOL866739 CP317510-CP317609
16	COVERED HOPPER	2,100 CUFT	UNPX121971-UNPX121986
5	COVERED HOPPER	2,970 CUFT	UNPX122559-UNPX122563
19	COVERED HOPPER	5,840 CUFT	UNPX122281-UNPX122299
200	GONDOLA	100 TON	102600-102613 UNPX102614-UNPX102799
71	TM	20,000	PROX4413-PROX4416 PROX40511-PROX40522 PROX40575-PROX40599 40545-40574
10	TMI	15,500	PROX69404-PROX69413
10	TMI	20,000	PROX70238-PROX70247
5	TMI	22,800	PROX70176-PROX70180
35	TPI	17,300	PROX28918-PROX28927 PROX83000-PROX83024
3	TPI	25,500	PROX91456-PROX91457 PROX97455
18	TPI	33,800	98439-98440, 98442-98447 98449-98450, 98455-98457 98459-98460, 98462 98466-98467

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541 TOTAL

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1,230 TOTAL  
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