

Union Tank Car Company

90 Half Day Road
Lincolnshire, Illinois 60015

Direct Tel. No.:

Law Department



RECORDATION NO. 12431-A
Filed 1426

JAN 27 1981 -9 45 AM
INTERSTATE COMMERCE COMMISSION
An Affiliate of
Trans Union Corporation

RECORDATION NO. 12431-B
Filed 1426

JAN 27 1981 -9 45 AM
INTERSTATE COMMERCE COMMISSION

January 27, 1981

No. 1-027A070
Date JAN 27 1981

Fee \$ 20.00

ICC Washington, D. C.

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

Re: Filing of Release -
Recordation No. 12431

Gentlemen:

This refers to the Loan and Security Agreement (Series A) (the "Agreement") dated as of November 1, 1980, between Union Tank Car Company, 90 Half Day Road, Lincolnshire, Illinois 60015 (the "Company") and Wells Fargo Bank, N.A., 420 Montgomery Street, San Francisco, California 94104 (the "Bank"). The Agreement was filed with your office on November 21, 1980, and assigned recordation number 12431.

The Agreement was amended as of January 27, 1981 by Amendment No. 1 thereto to evidence the substitution under the Agreement of 67 railroad cars described in Schedule A attached hereto for the 55 railroad cars described in Schedule B attached hereto. 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 January 27, 1981, which relates to the railroad cars listed in Schedule B attached hereto. 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.

*Miss Lee -
This is under
12431
The letter for the
two documents
are as indicated
below;*

- A

- B

*Comptroller
Henry M. Johnson*

RECEIVED
JAN 27 1981
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Interstate Commerce Commission
January 27, 1981
Page Two

Please return the original copy of Amendment No. 1
and the Release to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "A. B. Hillman". The signature is written in a cursive style with a large initial "A" and "B".

A. B. Hillman
General Attorney

ABH:mw

Enclosures

SCHEDULE A

DESCRIPTION OF TRUST EQUIPMENT

QUANTITY	A. A. R. MECHANICAL DESIGNATION CODE	CAPACITY IN GALLONS	ROAD NUMBERS
-----	-----	-----	-----
17	TA	14,000	11296-11299, 11301-11313
16	TM	14,000	24791, 24793-24795, 24799-24807 24858-24860
3	TM	20,000	67792, 67885, 67888
14	TM	23,500	67682, 67684-67685, 67687-67693 67695, 67699-67701
3	TF	17,000	27686, 27689, 27691
3	TMI	15,500	69461-69463
11	TPI	33,800	98374-98380, 98493, 98495-98496 98499

14 TOTAL

67 TOTAL
=====

SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT

QUANTITY	A.A.R. MECHANICAL DESIGNATION CODE	CAPACITY IN GALLONS	ROAD NUMBERS
15	BULKHEAD FLAT	100 TON	BCOL866010-BCOL866011 BCOL866015-BCOL866016 BCOL866019 BCOL866025 BCOL866031-BCOL866032 BCOL866054 BCOL866645-BCOL866648 BCOL866662-BCOL866663
16	COVERED HOPPER	5,840 CUFT	UNPX122304-UNPX122305 UNPX122314-UNPX122318 UNPX122320-UNPX122322 UNPX122324-UNPX122328 UNPX122330
8	TM	25,650	46111,46115,46118-46119 46122-46123,46125 46127
2	TMI	10,000	70002-70003
2	TMI	20,000	73485-73486
7	TPI	17,300	83452,83469,83475,83508-83509 83515-83516
5	TPI	33,800	98470,98472,98474-98476
-----	55	TOTAL	
-----	55	TOTAL	
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RECORDATION NO. 12431-1A Filed 1425

STATE OF ILLINOIS)
)
COUNTY OF LAKE)

JAN 27 1981 -9 45 AM

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 January 27, 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 27th day of January, 1981.

Marcia C. Weiner
Notary Public

MY COMMISSION EXPIRES June 15, 1984

AMENDMENT NO. 1

TO

LOAN AND SECURITY AGREEMENT

This Amendment dated as of January 27, 1981 by and between Union Tank Car Company, a Delaware corporation (hereinafter called the "Company"), and Wells Fargo Bank, N.A., a national banking association (hereinafter called the "Bank").

WHEREAS, the parties hereto have previously entered into a Loan and Security Agreement dated as of November 1, 1980 (Series H) (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 and Schedule B hereto.

not attached

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 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 Trust 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)

WELLS FARGO BANK, N.A.

ATTEST:

By

McBorden

J. P. Muller
John G. Galt
Sri. V.P.'s

(CORPORATE SEAL)

UNION TANK CAR COMPANY

ATTEST:

By

C. B. Hillman
Assistant Secretary

W. D. Brown
Vice President and Treasurer

STATE OF CALIFORNIA)
) SS:
COUNTY OF SAN FRANCISCO)

On this 23rd day of January, 1981, before me personally appeared Immlin, J. L. Kindstett, to me personally known, who being by me duly sworn, says that he ^{is} ~~is a~~ Vice President of WELLS FARGO BANK, N.A., 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~~ ^{they} acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.

Patricia R. Angeles
Notary Public

My Commission expires:

December 7, 1984

(Notarial Seal)



STATE OF ILLINOIS)
) SS:
COUNTY OF LAKE)

On this 21st day of January, 1981, before me personally appeared P. J. JOHNSON, to me personally known, who, being by me duly sworn, says that he is Vice President and Treasurer 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. Weimer
Notary Public

My Commission expires:

June 18, 1984

(Notarial Seal)

SCHEDULE A

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