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This SECOND SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated April 25, 1986 (the "Supplemental Agreement"), by and between UNION TANK CAR COMPANY, a Delaware corporation duly organized and existing under the laws of the State of Delaware (the "Company"), and NORTH CAROLINA NATIONAL BANK, a national banking association, as Trustee (the "Trustee").

## W I T N E S S E T H:

WHEREAS, Union Tank Car Company, a corporation duly organized under the laws of the State of Delaware on January 22, 1968 (the "Predecessor Company"), has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of December 15, 1981 (the "Trust Agreement"), providing for an issue of Equipment Trust Certificates (Series 20) (the "Trust Certificates"), in aggregate principal amount of \$75,000,000; and

WHEREAS, at the close of business on August 3, 1982, the Predecessor Company was merged into the Company pursuant to an Agreement of Merger dated July 27, 1982; and

WHEREAS, by letter dated July 30, 1982, the Company, as of the close of business on August 3, 1982, assumed and agreed to perform each and all of the obligations of the Predecessor Company under the Trust Agreement and under the guaranty endorsed on the Trust Certificates; 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 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 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 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 Supplemental 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 Supplemental Agreement to be duly executed by 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

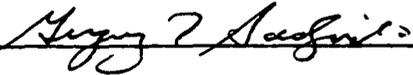
ATTEST:

  
Secretary

NCNB National Bank of North Carolina  
formerly NORTH CAROLINA NATIONAL BANK

By   
ASSISTANT VICE PRESIDENT  
& TRUST OFFICER

ATTEST:

  
TRUST OFFICER  
& ASSISTANT SECRETARY

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 25th day of April, 1986, 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 South LaSalle Street, Chicago, Illinois 60603; that he is an 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 affixed to the foregoing instrument is the corporate 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 NORTH CAROLINA )  
 ) SS  
COUNTY OF MECKLENBURG )

On this 2nd day of Sept., 1986, before me personally came Elizabeth M Lee, to me known, who, being by me duly sworn, did depose and say that he resides at One NCNB Plaza, Charlotte, NC 28255; that he is a Asst Vice President of North Carolina National Bank, 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.

Teresa Arleen Davis  
Notary Public  
My Commission Expires December 22, 1987

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

CERTIFICATE TRUST SERIES: R020

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
11	COVE	2,900	UNPX120500-UNPX120501, UNPX120504-UNPX120506, UNPX120508-UNPX120513

11 TOTAL

58 TOTAL FOR ALL SERIES

CERTIFICATE TRUST SERIES: R020

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
1	BULK	100	CP 317590
2	GONT	100	UNPX102696,UNPX102749
1	LOC	4,750	220204
1	LOC	5,620	220124
1	TM	13,000	60983
1	TM	16,000	66245
1	TM	17,600	65749
1	TM	18,000	66510
3	TM	20,000	PROX40578,40556,48300
2	TM	23,500	67438,67643
1	TM	26,000	48498
1	TP	17,000	48216
1	TP	25,000	97092

17 TOTAL

347 TOTAL FOR ALL SERIES