



Union Tank Car Company

39 South LaSalle Street
Chicago, Illinois 60603
312/372-9500

Arthur B. Hillman
Secretary and
Assistant General Counsel

2-306A074

RECORDATION NO. 9111-E Filed 1425

NOV 2 1982 -4 15 PM
INTERSTATE COMMERCE COMMISSION

No. _____
Date NOV 2 1982
Fee \$ 20.00

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

RECORDATION NO. 9111-F Filed 1425
FCC Washington, D. C.

NOV 2 1982 -4 15 PM

Dear Sir:

INTERSTATE COMMERCE COMMISSION

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 18, 1982, by and between Union Tank Car Company, 39 S. LaSalle St., Chicago, IL, 60603 (the "Company") and Continental Illinois National Bank and Trust Company of Chicago, 231 S. LaSalle St. Chicago, IL, 60602 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of December 1, 1977, between the Company and the Bank. The Supplemental Agreement evidences the substitution under the said Equipment Trust Agreement of 11 railroad cars, indentified with the initials UTLX, and more fully described in Schedule A attached hereto.

RECEIVED
NOV 2 4 07 PM '82

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 19 railroad cars in respect of which the aforesaid substitution was made. The railroad cars covered by the said Bill of Sale are fully 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 1, 1977, which was recorded with your office on December 5, 1977, and assigned recordation number 9111. We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.



Page Two
Secretary
Interstate Commerce Commission

Please return the original copy of the Supplemental Agreement to the undersigned.

Very truly yours,

UNION TANK CAR COMPANY

By _____

Enclosures

/er

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>
11	TM	14,000	UTLX 24592-24593, 24598- 24602, 24604-24607
<hr/> 11 Total			

SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Description Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
1	Covered Hopper	5,820 cu. ft.	UNPX 122057
1	LO	4,750 cu. ft.	UTCX 43346
1	TA	13,500	UTLX 11965
6	TM	14,694	UTLX 12149, 12161, 12228, 12254, 12262, 12282
2	TM	13,500	UTLX 12587, 12872
2	TM	14,000	UTLX 24994, 25626
1	TP	17,300	UTLX 27857
3	TM	20,000	UTLX 57815, 70998, 71177
1	TM	23,500	UTLX 71240
<u>1</u>	TP	26,000	UTLX 96367
19 Total			

STATE OF ILLINOIS)
)
COUNTY OF COOK)

SS

C E R T I F I C A T E

RECORDATION NO. 9111-E Filed 1425

NOV 2 1982-4 15 PM

INTERSTATE COMMERCE COMMISSION

The undersigned, Bonnie L. Reddell, a Notary Public in and for said County, states that she compared the attached copy of the Third Supplemental Equipment Trust Agreement dated the 18th day of October 1982, by and between Union Tank Car Company and Continental Illinois National Bank and Trust Company of Chicago with the original document, and certifies that it is a true and correct copy in all respect.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 18th day of October 1982.

Bonnie L. Reddell
Notary Public

My Commission Expires:

February 1, 1984

THIS THIRD SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT (the "Supplemental Agreement") dated as of October 18, 1982, by and between UNION TANK CAR COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (the "Company"), and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, 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 1, 1977 (the "Trust Agreement"), providing for an issue of Equipment Trust Certificates (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 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 representation 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 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.

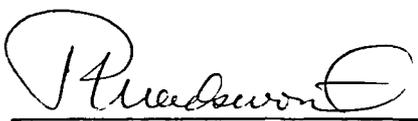
Attest:


Secretary

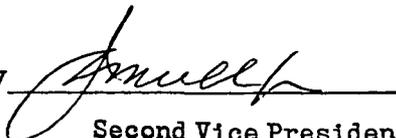
UNION TANK CAR COMPANY

By 
Executive Vice President

Attest:


Trust Officer

CONTINENTAL ILLINOIS NATIONAL
BANK AND TRUST COMPANY
OF CHICAGO

By 
Second Vice President

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS.

On the 18th day of October, 1982, 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; that he is the 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 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.


Notary Public

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS.

On the 26TH day of OCTOBER, 1982, before me personally came JOHN C. MULL, JR., to me known, who, being by me duly sworn, did depose and say that he resides at 30 NORTH LA SALLE STREET CHICAGO ILLINOIS; that he is a Vice President of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, 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.

My Commission Expires July 2, 1984


Notary Public

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>
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<u>11 Total</u>			

SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT

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