



14647-E  
FILED 1992

SECOND SUPPLEMENTAL TRUST AGREEMENT JUN 30 1992 -9 50 AM  
UNION TANK CAR COMPANY (SERIES P-4) INTERSTATE COMMERCE COMMISSION

THIS SECOND SUPPLEMENTAL TRUST AGREEMENT, dated as of February 14, 1992, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and The First National Bank of Chicago, as Trustee ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated April 15, 1985, providing for the issue of its Equipment Certificates (Series P-4) in the aggregate principal amount of \$75,000,000.

B. Company desires to comply with Section 4.07 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.

Agreement

Company hereby covenants and agrees with Trustee, for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

2. 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. The Equipment described in Schedule B hereto is hereby removed from the list of Trust Equipment under the Trust Agreement and is no longer subject to any provisions of the Trust Agreement.

3. Concerning Trustee. 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, Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statement of Company. Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Trust Agreement.

4. Miscellaneous. 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 Trust Agreement may be executed in any number of counterparts, each of which shall be an original.

Company and Trustee have caused this Supplemental Trust 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 first stated above.

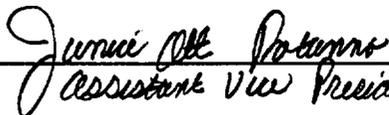
UNION TANK CAR COMPANY

By:   
R. C. Gluth,  
Executive Vice President

Attest:

  
Robert W. Webb, Secretary

THE FIRST NATIONAL BANK OF CHICAGO

By:   
Assistant Vice President

Attest:

  
Trust Officer

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On May 15, 1992, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is 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

My Commission Expires:  
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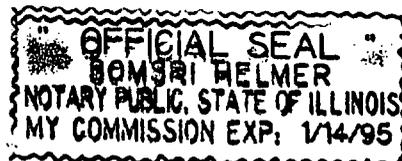


STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 26<sup>th</sup> day of May, 1992, before me personally came Santice OTT Rotunno, to me known, who, being by me duly sworn, did depose and say that he/she is Asst. Vice President of The First National Bank of Chicago, one of the corporations described in and which executed the foregoing instrument; that he/she 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/she signed his/her name thereto by like order.

  
Notary Public

My Commission Expires:  
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PROGRAM ACTB1025

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

RUN DATE: 02/14/92

CERTIFICATE TRUST SERIES: P004

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
5	T095	19,000	200536,200538-200541
15	T104	16,000	600269-600271,600273-600284
1	T104	17,300	600272
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21	TOTAL		

PROGRAM ACTB1027

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

CERTIFICATE TRUST SERIES: P004

RUN DATE: 02/14/92

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
2	COVE	5,820	UNPX123101, UNPX123105
2	LOC	5,800	UTCX58217, UTCX58528
2	TA	20,500	85846, 85849
2	TM	13,200	61199, 61281
2	TM	14,000	24436, 24514
2	TM	16,000	64941, 66962
5	TM	17,000	600038, 600042, 600071, 600083, 600139
1	TM	17,600	66939
1	TM	24,000	41236
8	TM	30,000	41102, 41106, 41111, 41128, 41163, 200003, 200011, 200046
1	TMI	15,500	PROX64013

28 TOTAL