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INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

CERTIFICATE

The undersigned, Helen Joy Krug, a Notary Public in and for said County, states that she compared the attached copy of the Third Supplemental Equipment Trust Agreement dated the 20th day of August, 1974, 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 26th day of September, 1974.

Helen Joy Krug
Notary Public

My Commission Expires July 10, 1976

THIS THIRD SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT (the "Supplemental Agreement") dated August 20, 1974, by and between UNION TANK CAR COMPANY; a corporation duly organized and existing under the laws of the State of Delaware (the "Company"), and BANKERS TRUST COMPANY, a corporation duly organized and existing under the laws of the State of New York, as Trustee (the "Trustee").

WITNESSETH:

WHEREAS, the Company has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of May 1, 1971 (the "Trust Agreement"), providing for an issue of its Equipment Trust Certificates (Series 7) (the "Trust Certificates"), in aggregate principal amount of $25,000,000;

WHEREAS, pursuant to Section 5.07 of the Trust Agreement, each unit of Trust Equipment (as defined in the Trust Agreement) is required to have affixed to it plates or marks containing the words set forth in said Section 5.07 (the "Legend");

WHEREAS, the Company desires to be able to use an alternative legend (the "Alternative Legend") for such plates or marks containing the following words:

"OWNERSHIP SUBJECT TO A SECURITY AGREEMENT RECORDED UNDER SECTION 20c OF THE INTERSTATE COMMERCE ACT" ; and

WHEREAS, the Company and the Trustee desire to provide for the use of the Alternative Legend by the execution of a supplement to the Trust Agreement;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt whereof is hereby acknowledged, the Company covenants and agrees with the Trustee as follows:

ARTICLE ONE

Use of Legend or Alternative Legend

The plates or marks required to be affixed to each unit of Trust Equipment pursuant to Section 5.07 of the Trust Agreement may contain the words of either or both the Legend or the Alternative Legend.

ARTICLE TWO

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. The Trustee makes no representations and shall have no responsibility as to the validity of this Supplemental Agreement.

ARTICLE THREE

Miscellaneous

Except as herein 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.

UNION TANK CAR COMPANY

By _____
Vice President

Attest:

_____
Assistant Secretary

BANKERS TRUST COMPANY

By _____
ASSISTANT VICE PRESIDENT
Romano I. Peluso

Attest:

_____
ASSISTANT SECRETARY
R. Paladino

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On the 26th day of September, 19 74, before me personally came D. B. Romans, to me known, who, being by me duly sworn, did depose and say that he resides at 111 W. Jackson Blvd., Chicago, Illinois; that he is a 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.

Jacquelyn A. Mohr
Notary Public
My Commission Expires May 10, 1975

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK

On the 20th day of September, 1974, before me personally came Romano I. Peluso, to me known, who, being by me duly sworn, did depose and say that he resides at 38 EAST 85th STREET NEW YORK, NEW YORK; that he is an Assistant Vice President of BANKERS TRUST 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.

Phyllis Bucchieri
Notary Public

PHYLLIS BUCCHIERI
Notary Public, State of New York
No. 24-0474715
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1975