RECORDATION NO. 6168-A Filed & Recorded

JUL 6 - 1971 -3 22 PM

INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)
COUNTY OF COOK) SS.

C E R T I F I C A T E

The undersigned, Jean Hobbs, a Notary Public in and for said County, states that she compared the attached copy of the First Supplemental Equipment Trust Agreement dated the 18th day of June, 1971, 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 18th day of June, 1971.

Jean Hobbs
Notary Public

My Commission Expires January 31, 1974

THIS FIRST SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated June 18, 1971, 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 New York corporation, 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 May 1, 1971 (the "Trust Agreement"), providing for an issue of its 8.45% Equipment Trust Certificates due May 1, 1991 (the "Trust Certificates"), in aggregate principal amount of $25,000,000; 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 First Supplemental Equipment Trust 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 First Supplemental Equipment Trust 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 First Supplemental Equipment Trust 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 First Supplemental Equipment 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 day and year first above written.

UNION TANK CAR COMPANY

By _____
Vice President

Attest:

_____
Assistant Secretary

BANKERS TRUST COMPANY

By _____
Vice President

Attest:

_____

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 18th day of June, 1971, before me personally came [illegible], to me known, who, being by me duly sworn, did depose and say that he resides at [illegible]; 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.

Rebecca M. Luna
Notary Public

My Commission Expires Jan. 26, 1975

STATE OF NEW YORK)
) SS
COUNTY OF)

On the 28th day of June, 1971, before me personally came JAMES F. CONLAN, to me known, who, being by me duly sworn, did depose and say that he resides at 124 Brambach Road Scarsdale, New York; that he is a 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.

Joseph J. Holczinger
Notary Public

JOSEPH J. HOLCZINGER
Notary Public, State of New York
No. 03-6939160
Qualified in Bronx County
Certificate filed in New York County
Commission Expires March 30, 1972

SCHEDULE A *

SERIES 7

DESCRIPTION OF TRUST EQUIPMENT

Quantity	A.A.R. Mechanical Designation Code	Capacity in Gallons	Road Numbers
1	TMI	8,800	74116
3	TMI	8,800	74118-74120
1	TMI	17,000	76001
1	TMI	17,000	76003
2	TMI	17,000	76005,76006
3	TMI	17,000	76008-76010
3	TMI	17,000	76012-76014
2	TMI	17,000	76017-76018
3	TMI	17,000	76020-76022
1	TMI	10,500	76368
1	TMI	20,000	77102
1	TMI	20,000	77212
22			

* All Trust Equipment is lettered UTLX.

SCHEDULE B

SERIES 7

TRUST EQUIPMENT*

Quantity	A.A.R. Mechanical Designation Code	Capacity	Road Numbers
7	TMI	23,500 gallons	75383 75391 75392 75395 75396 75399 75406
2	TM	20,000 gallons	48234 48240
16	Gondolas (Lettered UNPX)	100 Tons	100031 100036 100103 100120 100187 100189 100194 100209 100218 100222 100240 100242 100243 100246 100249 100262
25			

* All Trust Equipment is lettered UTLX except for the gondolas, which are lettered UNPX.