6168-C

RECORDATION NO. _____ Filed & Recorded

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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 Second Supplemental Equipment Trust Agreement dated the 13th day of October, 1972, 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 3rd day of November, 1972.

Helen Joy Krug
Notary Public

My Commission Expires July 10, 1975

THIS SECOND SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT dated October 13, 1972, 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, 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 Second 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 Second 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 Second 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 Second 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 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
M. K. KLUGMAN

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On the 13th day of October, 1972, 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, 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.

Helen Jay Krug
Notary Public

My Commission Expires July 10, 1976

STATE OF NEW YORK)
) SS
COUNTY OF

On the 30TH day of October, 1972, before me personally came Romano I. Peluso, to me known, who, being by me duly sworn, did depose and say that he resides at 50 East 96 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-[illegible]15
Qualified in Queens County
Certificate Filed in New York County
Commission Expires March [illegible], 19[illegible]

SCHEDULE A

SERIES 7

DESCRIPTION OF TRUST EQUIPMENT

Quantity	A.A.R. Mechanical Designation Code	Capacity in Gallons	Road Numbers From-Through
10	TM	26,000	UTLX 58579 - 58588

SCHEDULE B

SERIES 7

DESCRIPTION OF TRUST EQUIPMENT

Quantity	A.A.R. Mechanical Designation Code	Size	Road Numbers
1	TM	14,000 Gal.	UTLX 13503
1	TMI	20,000 Gal.	UTLX 73078
1	TMI	23,500 Gal.	UTLX 75003
1	TMI	10,200 Gal.	UTLX 76902
1	TMI	16,800 Gal.	UTLX 78630
7	Gondola	100 Ton	UNPX 100002 UNPX 100020 UNPX 100051 UNPX 100090 UNPX 100134 UNPX 100211 UNPX 100212
1	Box Car	60 Ft.	CPAA 205394