



Union Tank Car Company

225 West Washington Street
Chicago, Illinois 60606
312/372-9500

0100529068

February 6, 1995

Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, DC 20423

RECORDATION NO. 18724-E
FILED 1425
FEB 9 1995-3 50 PM
INTERSTATE COMMERCE COMMISSION

Attn: Ms. Janice M. Fort
Room 2311

Re: Equipment Trust Agreement (Series 24)
Recordation No. 18724

Dear Ms. Fort:

Enclosed are the original and two certified copies of a Supplemental Equipment Trust Agreement dated as of January 20, 1995, between Union Tank Car Company and The First National Bank of Chicago, as Trustee. For your information, although this document is entitled "Second Supplemental Equipment Trust Agreement", it is actually the THIRD Supplement to this Equipment Trust Agreement and was incorrectly titled.

Please file this document as a supplement to the filing referred to above. Enclosed is our check in the amount of \$21 for the filing fee. Please return the certified copies of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,

Jean Fowler
Legal Assistant

/jff
Enclosures

UTC24

LICENSING DIVISION
FEB 9 3 47 PM '95



Interstate Commerce Commission
Washington, D.C. 20423-0001

Office Of The Secretary

2/10/95

Jean Fowler
Legal Assistant
Union Tank Car Company
225 West Washington Street
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/9/95 at 3:50PM, and assigned recordation number(s) 18724-E.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100520068)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

RECORDATION NO. 18724-E
FILED 1995

SECOND SUPPLEMENTAL TRUST AGREEMENT
FEB 9 1995-8 50 PM

UNION TANK CAR COMPANY (SERIES 24)
MICHIGAN RECOMMENCE COMMISSION

THIS SECOND SUPPLEMENTAL TRUST AGREEMENT, dated as of January 20, 1995, 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, ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated as of February 15, 1994, providing for the issue of its Equipment Certificates (Series 24) in the aggregate principal amount of \$100,000,000.

B. Company desires to comply with Section 5.06 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. Subjection of Equipment 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.

2. 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.

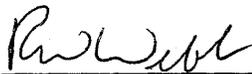
3. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each 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

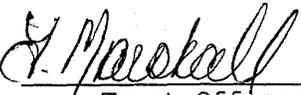
Attest:


Robert W. Webb, Secretary

THE FIRST NATIONAL BANK OF CHICAGO

By: 

Attest:


Trust Officer

UTC24

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On January 20, 1995, 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.

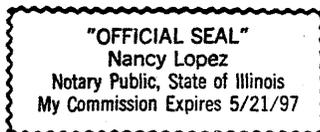
Janis L. Meyer
Notary Public

(SEAL)



STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this 24th day of January, 1995, before me personally came JANIS OTT ROTUNNO, to me known, ~~who, being by me duly sworn,~~ did depose and say that he/she is Assistant 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.



Nancy Lopez
Notary Public

(SEAL)

UTC24

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
RAILCAR SUBSTITUTIONS (SCHEDULE A)
SERIES R-024 01/16/85

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS
UTCX 46505	C214	5,800	CU.FT.
UTCX 46506	C214	5,800	CU.FT.
UTCX 46513	C214	5,800	CU.FT.
UTCX 46635	C214	5,800	CU.FT.
UTCX 47374	C214	5,800	CU.FT.
UTCX 48181	C214	5,800	CU.FT.
UTCX 48182	C214	5,800	CU.FT.
UTCX 48185	C214	5,800	CU.FT.
UTCX 48206	C214	5,800	CU.FT.
UTCX 48256	C214	5,800	CU.FT.
UTCX 48258	C214	5,800	CU.FT.
UTCX 59067	C214	6,100	CU.FT.
UTCX 59075	C214	6,100	CU.FT.
UTCX 59076	C214	6,100	CU.FT.
UTLX 130224	T055	20,612	GAL
UTLX 130225	T055	20,612	GAL
UTLX 130226	T055	20,612	GAL
UTLX 130227	T055	20,612	GAL
UTLX 130228	T055	20,612	GAL
UTLX 130229	T055	20,612	GAL
UTLX 130230	T055	20,612	GAL
UTLX 130231	T055	20,612	GAL
UTLX 130232	T055	20,612	GAL
UTLX 130233	T055	20,612	GAL
UTLX 130234	T055	20,612	GAL
UTLX 130235	T055	20,612	GAL
UTLX 130236	T055	20,612	GAL
UTLX 130237	T055	20,612	GAL
UTLX 130238	T055	20,612	GAL
UTLX 130239	T055	20,612	GAL
UTLX 130240	T055	20,612	GAL
UTLX 130241	T055	20,612	GAL
UTLX 130242	T055	20,612	GAL
UTLX 130243	T055	20,612	GAL
UTLX 200544	T095	19,000	GAL
UTLX 201912	T108	30,000	GAL
UTLX 201913	T108	30,000	GAL
UTLX 201914	T108	30,000	GAL
UTLX 201915	T108	30,000	GAL
UTLX 201916	T108	30,000	GAL
UTLX 201917	T108	30,000	GAL
UTLX 201918	T108	30,000	GAL
UTLX 201919	T108	30,000	GAL
UTLX 201920	T108	30,000	GAL
UTLX 201921	T108	30,000	GAL
UTLX 201922	T108	30,000	GAL
UTLX 201923	T108	30,000	GAL
UTLX 201924	T108	30,000	GAL
UTLX 201925	T108	30,000	GAL
UTLX 201926	T108	30,000	GAL
UTLX 300371	T104	14,500	GAL
UTLX 300372	T104	14,500	GAL
UTLX 300373	T104	14,500	GAL
UTLX 300374	T104	14,500	GAL
UTLX 300375	T104	14,500	GAL
UTLX 300376	T104	14,500	GAL
UTLX 300377	T104	14,500	GAL
UTLX 300378	T104	14,500	GAL
UTLX 300379	T104	14,500	GAL
UTLX 300380	T104	14,500	GAL
UTLX 300383	T104	14,500	GAL
UTLX 300384	T104	14,500	GAL
UTLX 300390	T104	14,500	GAL
UTLX 300391	T104	14,500	GAL
UTLX 300394	T104	14,500	GAL
UTLX 300395	T104	14,500	GAL

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
RAILCAR SUBSTITUTIONS (SCHEDULE A)
SERIES R-024 01/16/95

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS
UTLX 600359	T104	18,000	GAL
UTLX 630070	T104	16,000	GAL
UTLX 630071	T104	16,000	GAL
UTLX 630072	T104	16,000	GAL
UTLX 630073	T104	16,000	GAL
UTLX 630076	T104	16,000	GAL
UTLX 640413	T105	20,000	GAL
UTLX 640554	T105	20,000	GAL
UTLX 641251	T106	23,500	GAL
UTLX 641252	T106	23,500	GAL
UTLX 641253	T106	23,500	GAL
UTLX 641713	T106	23,500	GAL
UTLX 645116	T107	25,785	GAL
UTLX 645119	T107	25,785	GAL
UTLX 645120	T107	25,785	GAL
UTLX 645124	T107	25,785	GAL
UTLX 645125	T107	25,785	GAL
UTLX 645126	T107	25,785	GAL
UTLX 645127	T107	25,785	GAL
UTLX 645128	T107	25,785	GAL
UTLX 645129	T107	25,785	GAL
UTLX 645130	T107	25,785	GAL
UTLX 645132	T107	25,785	GAL
UTLX 645134	T107	25,785	GAL
UTLX 645135	T107	25,785	GAL
UTLX 645136	T107	25,785	GAL
UTLX 645137	T107	25,785	GAL
UTLX 645138	T107	25,785	GAL
UTLX 645139	T107	25,785	GAL
UTLX 645140	T107	25,785	GAL
UTLX 645142	T107	25,785	GAL
UTLX 645143	T107	25,785	GAL
UTLX 645144	T107	25,785	GAL
UTLX 645146	T107	25,785	GAL
UTLX 645147	T107	25,785	GAL
UTLX 645148	T107	25,785	GAL
UTLX 645149	T107	25,785	GAL
UTLX 645151	T107	25,785	GAL
UTLX 645152	T107	25,785	GAL
UTLX 645255	T106	23,469	GAL
UTLX 645272	T106	23,469	GAL
UTLX 645341	T106	23,469	GAL
UTLX 645342	T106	23,469	GAL
UTLX 645343	T106	23,469	GAL
UTLX 645345	T106	23,469	GAL
UTLX 645346	T106	23,469	GAL
UTLX 645347	T106	23,469	GAL
UTLX 645348	T106	23,469	GAL
UTLX 645349	T106	23,469	GAL
UTLX 645350	T106	23,469	GAL
UTLX 645351	T106	23,469	GAL
UTLX 645353	T106	23,469	GAL
UTLX 645361	T106	23,469	GAL
UTLX 645362	T106	23,469	GAL
UTLX 645363	T106	23,469	GAL
UTLX 645366	T106	23,469	GAL
UTLX 645367	T106	23,469	GAL
UTLX 645368	T106	23,469	GAL
UTLX 900557	T907	25,000	GAL
PROX 16031	T054	13,410	GAL
PROX 16032	T054	13,410	GAL
PROX 16036	T054	13,410	GAL
PROX 16037	T054	13,410	GAL
PROX 16038	T054	13,410	GAL
PROX 16040	T054	13,410	GAL
PROX 16041	T054	13,410	GAL

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 RAILCAR SUBSTITUTIONS (SCHEDULE A)
 SERIES R-024 01/16/95

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS
PROX 16042	T054	13,410	GAL
PROX 16043	T054	13,410	GAL
PROX 16044	T054	13,410	GAL
PROX 16045	T054	13,410	GAL
PROX 16046	T054	13,410	GAL
PROX 16047	T054	13,410	GAL
PROX 16048	T054	13,410	GAL
PROX 16049	T054	13,410	GAL
PROX 16050	T054	13,410	GAL
PROX 16051	T054	13,410	GAL
PROX 16052	T054	13,410	GAL
PROX 16053	T054	13,410	GAL
PROX 16054	T054	13,410	GAL
PROX 16055	T054	13,410	GAL
PROX 16056	T054	13,410	GAL
PROX 16057	T054	13,410	GAL
PROX 16058	T054	13,410	GAL
PROX 29980	T389	33,800	GAL
PROX 29981	T389	33,800	GAL
PROX 29982	T389	33,800	GAL
PROX 29983	T389	33,800	GAL
PROX 29984	T389	33,800	GAL
PROX 29985	T389	33,800	GAL
PROX 29986	T389	33,800	GAL
PROX 29987	T389	33,800	GAL
PROX 29988	T389	33,800	GAL
PROX 29989	T389	33,800	GAL
PROX 76235	T107	25,700	GAL
PROX 76236	T107	25,700	GAL
PROX 76280	T107	25,700	GAL
PROX 76281	T107	25,700	GAL
PROX 76282	T107	25,700	GAL
PROX 76283	T107	25,700	GAL
PROX 76285	T107	25,700	GAL
PROX 76286	T107	25,700	GAL
PROX 76287	T107	25,700	GAL
PROX 76289	T107	25,700	GAL
PROX 76291	T107	25,700	GAL
PROX 76292	T107	25,700	GAL
PROX 76293	T107	25,700	GAL
PROX 76294	T107	25,700	GAL
PROX 76295	T107	25,700	GAL
PROX 76296	T107	25,700	GAL
PROX 76297	T107	25,700	GAL
PROX 76298	T107	25,700	GAL
PROX 76299	T107	25,700	GAL
PROX 76300	T107	25,700	GAL
PROX 76301	T107	25,700	GAL
PROX 76302	T107	25,700	GAL
PROX 76303	T107	25,700	GAL
PROX 76304	T107	25,700	GAL
PROX 76305	T107	25,700	GAL
PROX 76306	T107	25,700	GAL
PROX 76307	T107	25,700	GAL
PROX 76308	T107	25,700	GAL
PROX 76309	T107	25,700	GAL
PROX 76310	T107	25,700	GAL
PROX 76311	T107	25,700	GAL
PROX 76312	T107	25,700	GAL
PROX 76313	T107	25,700	GAL
PROX 76314	T107	25,700	GAL
PROX 76315	T107	25,700	GAL
PROX 76316	T107	25,700	GAL
PROX 76317	T107	25,700	GAL
PROX 76318	T107	25,700	GAL
PROX 76319	T107	25,700	GAL

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 RAILCAR SUBSTITUTIONS (SCHEDULE A)
 SERIES R-024 01/16/95

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS
PROX 76320	T107	25,700	GAL
PROX 76321	T107	25,700	GAL
PROX 76322	T107	25,700	GAL
PROX 76323	T107	25,700	GAL
PROX 76324	T107	25,700	GAL
PROX 76326	T107	25,700	GAL
PROX 76327	T107	25,700	GAL
PROX 76328	T107	25,700	GAL
PROX 76329	T107	25,700	GAL
PROX 76330	T107	25,700	GAL
PROX 76331	T107	25,700	GAL
PROX 76332	T107	25,700	GAL
PROX 76333	T107	25,700	GAL
PROX 76334	T107	25,700	GAL
PROX 76335	T107	25,700	GAL
PROX 76336	T107	25,700	GAL
PROX 76337	T107	25,700	GAL
PROX 76338	T107	25,700	GAL
PROX 76339	T107	25,700	GAL
PROX 76340	T107	25,700	GAL
PROX 76341	T107	25,700	GAL
PROX 76342	T107	25,700	GAL
PROX 76343	T107	25,700	GAL
PROX 76344	T107	25,700	GAL
PROX 76345	T107	25,700	GAL
PROX 76346	T107	25,700	GAL
PROX 76347	T107	25,700	GAL
PROX 76348	T107	25,700	GAL
PROX 76349	T107	25,700	GAL
UNPX 124111	C214	5,800	CU.FT.
UNPX 124112	C214	5,800	CU.FT.
UNPX 124113	C214	5,800	CU.FT.
UNPX 124114	C214	5,800	CU.FT.
UNPX 124115	C214	5,800	CU.FT.
UNPX 124116	C214	5,800	CU.FT.
UNPX 124117	C214	5,800	CU.FT.
UNPX 124118	C214	5,800	CU.FT.
UNPX 124119	C214	5,800	CU.FT.
UNPX 124120	C214	5,800	CU.FT.
UNPX 124121	C214	5,800	CU.FT.
UNPX 124122	C214	5,800	CU.FT.
UNPX 124123	C214	5,800	CU.FT.
UNPX 124124	C214	5,800	CU.FT.
UNPX 124125	C214	5,800	CU.FT.
UNPX 124126	C214	5,800	CU.FT.
UNPX 124127	C214	5,800	CU.FT.
UNPX 124128	C214	5,800	CU.FT.
UNPX 124129	C214	5,800	CU.FT.
UNPX 124130	C214	5,800	CU.FT.
UNPX 124131	C214	5,800	CU.FT.
UNPX 124132	C214	5,800	CU.FT.
UNPX 124133	C214	5,800	CU.FT.
UNPX 124134	C214	5,800	CU.FT.
UNPX 124135	C214	5,800	CU.FT.
UNPX 124136	C214	5,800	CU.FT.
UNPX 124137	C214	5,800	CU.FT.
UNPX 124138	C214	5,800	CU.FT.
UNPX 124139	C214	5,800	CU.FT.
UNPX 124140	C214	5,800	CU.FT.
UNPX 124141	C214	5,800	CU.FT.
UNPX 124142	C214	5,800	CU.FT.
UNPX 124143	C214	5,800	CU.FT.
UNPX 124144	C214	5,800	CU.FT.
UNPX 124145	C214	5,800	CU.FT.
UNPX 124146	C214	5,800	CU.FT.
UNPX 124147	C214	5,800	CU.FT.

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
RAILCAR SUBSTITUTIONS (SCHEDULE A)
SERIES R-024 01/16/95

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS
UNPX 124148	C214	5,800	CU.FT.
UNPX 124149	C214	5,800	CU.FT.
UNPX 124150	C214	5,800	CU.FT.
UNPX 128007	C712	3,000	CU.FT.
UNPX 128014	C712	3,000	CU.FT.
UNPX 128015	C712	3,000	CU.FT.
UNPX 128016	C712	3,000	CU.FT.
UNPX 128017	C712	3,000	CU.FT.
UNPX 128018	C712	3,000	CU.FT.
UNPX 128019	C712	3,000	CU.FT.
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TOTAL CARS 274			