

# HOGAN & HARTSON

COLUMBIA SQUARE  
555 THIRTEENTH STREET NW  
WASHINGTON DC 20004-1109  
(202) 637-5600

RECORDATION NO. 16594-C FILED 1425  
JUL 30 1993 3:25 PM

BRUSSELS  
LONDON  
PARIS  
PRAGUE  
WARSAW

Writer's Direct Dial  
(202) 637-6556

RECORDATION NO. 16594-D FILED 1425  
JUL 30 1993 3:25 PM

INTERSTATE COMMERCE COMMISSION

BALTIMORE, MD  
BETHESDA, MD  
McLEAN, VA

INTERSTATE COMMERCE COMMISSION  
July 30, 1993

3-211A056

Sydney L. Strickland  
Secretary  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20423  
ATTN: Mrs. Mildred Lee

JUL 30 3 28 PM '93  
MOTOR OPERATING DIVISION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provision of 49 U.S.C. Section 11303(a) are one original executed copy and two notarized photostatic copies of the following documents:

1. First Supplemental Trust Agreement executed by Union Tank Car Company, as Company, and Citibank, N.A., as Trustee, dated July 23, 1993.
2. Bill of Sale executed by Union Tank Car Company, as Company, and Citibank, N.A., as Trustee, dated July 28, 1993.

A description of the railroad equipment covered by the enclosed documents is set forth in Schedules A and B to the First Supplemental Trust Agreement.

These documents are to be filed in Recordation No. 16594. The enclosed Trust Agreement supplements the Equipment Trust Agreement dated October 13, 1989.

*Handwritten signatures and initials on the left margin.*

HOGAN & HARTSON

Sydney L. Strickland  
July 30, 1993  
Page 2

The names and addresses of the aforementioned parties to the enclosed documents are:

Union Tank Car Company  
111 W. Jackson Blvd.  
Chicago, IL 60604

Citibank, N.A.  
120 Wall St.  
New York, NY 10043

Enclosed is a check in the amount of \$32.00 payable to the order of the Interstate Commerce Commission, covering the required recordation fee. Kindly return two stamped photostatic copy of the enclosed document, as well as a stamped photostatic copy of this letter by return messenger.

Please feel free to contact me with any questions which you may have concerning the above.

Sincerely,



Kristine J. Dunne  
Legal Assistant

Enclosures

cc: Jean Fowler

2143w

Interstate Commerce Commission  
Washington, D.C. 20423

&?#)?(#

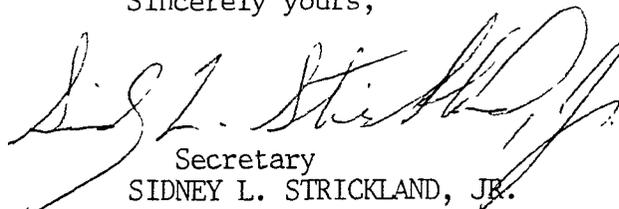
OFFICE OF THE SECRETARY

Kristine J Dunne  
Legal Assistant  
Hogan & Hartson  
555 13th Street N.W.  
Washington, D.C. 20004

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 7/30/93 at 3:25pm, and assigned  
recordation number(s). 16594-C & 16594-D

Sincerely yours,



Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

STATE OF ILLINOIS)  
 )  
COUNTY OF COOK )

RECORDATION No. 16594-C FILED 1993

III 30 1993 3-25 PM

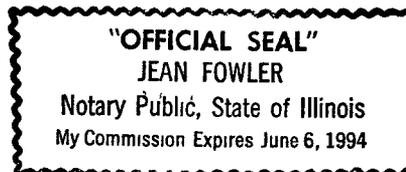
INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the First Supplemental Trust Agreement dated as of July 23, 1993 with the original document thereof and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 29th day of July, 1993.

  
Notary Public



FIRST SUPPLEMENTAL TRUST AGREEMENT  
UNION TANK CAR COMPANY (SERIES 21)

RECORDATION NO. 16594-C FILED 1488  
MII 30 1993 3-25 PM.  
INTERSTATE COMMERCE COMMISSION

THIS FIRST SUPPLEMENTAL TRUST AGREEMENT, dated as of July 23, 1993, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and Citibank, N.A. ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated as of October 13, 1989, providing for the issue of its Equipment Certificates (Series 21) 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. 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.

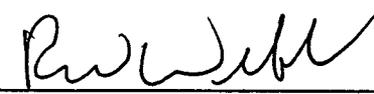
Company and Trustee have caused this Supplemental Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date first stated above.

UNION TANK CAR COMPANY

By: \_\_\_\_\_

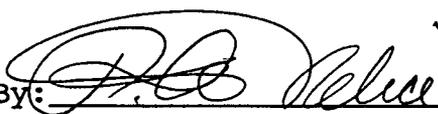
  
R. C. Gluth,  
Executive Vice President

Attest:

  
Robert W. Webb, Secretary

CITIBANK, N.A.

By: \_\_\_\_\_

  
P. DeFELICE  
Vice President

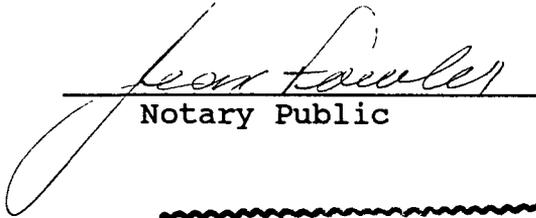
Attest:

  
Trust Officer  
CAROL NG  
ASSISTANT VICE PRESIDENT

UTC21

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On July 23, 1993, 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:  
\_\_\_\_\_



STATE OF NEW YORK )  
 ) SS  
COUNTY OF NEW YORK )

On this 20<sup>th</sup> day of July, 1993, before me personally came P. DeFELICE, to me known, who, being by me duly sworn, did depose and say that he/~~she~~ is VICE PRESIDENT of Citibank, N.A., 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:  
\_\_\_\_\_

PETER M. PAVLYSHIN  
Notary Public, State of New York  
No. 41-4991297  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires January 27, 1994

PROGRAM ACTB1025

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

RUN DATE: 07/09/93

CERTIFICATE TRUST SERIES: R021

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
15	C214	5,800	UTCX46692,UTCX47620-UTCX47633
1	T096	23,500	UTLX647099
1	T106	23,500	UTLX641714
-----			
17	TOTAL		

PROGRAM ACTB1027

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
SCHEDULE B - DESCRIPTION OF RETIRED EQUIPMENT  
TERMINATED EQUIPMENT

RUN DATE: 07/09/93

CERTIFICATE TRUST SERIES: R021

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
20	C214	5,800	UTCX46968-UTCX46969, UTCX46971-UTCX46984, UTCX46986, UTCX46990-UTCX46992