



**THE MARMON GROUP, INC.**

225 West Washington Street, Chicago, Illinois 60606, Tel (312) 372-9500, Fax (312) 845-5305, Telex 253112 CGO

March 30, 1994

RECORDATION NO. 16594-14 FILED 1425

APR 1 1994 - 2:40 PM

INTERSTATE COMMERCE COMMISSION

LICENSING BRANCH

APR 1 2 45 PM '94

Interstate Commerce Commission  
12th St. & Constitution Ave., N.W.  
Washington, DC 20423

Attn: Ms. Mildred R. Lee  
Room 2303

RECORDATION NO. 16594-14 FILED 1425

APR 1 1994 - 2:40 PM

INTERSTATE COMMERCE COMMISSION

Re: Equipment Trust Agreement (Series 21)  
Recordation No. 16594

Dear Ms. Lee:

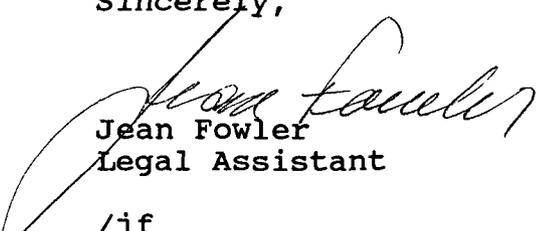
Enclosed are the original and two certified copies of the Third Supplemental Equipment Trust Agreement dated as of March 18, 1994, between Union Tank Car Company and Citibank, N.A., as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$36 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me by Federal Express in the envelope enclosed herewith for your use.

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

Thank you.

Sincerely,

  
Jean Fowler  
Legal Assistant

/jff  
Enclosures

**Interstate Commerce Commission**  
Washington, D.C. 20423

4/4/94

OFFICE OF THE SECRETARY

Jean Fowler  
Legal Assistant  
The Marmon Group  
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 4/1/94 at 2:40pm , and assigned  
recordation number(s). 16594-G & 16594-H

Sincerely yours,

Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)



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

RECORDATION NO. 659 FILED 1425  
APR 1 1994 - 2 40 PM  
INTERSTATE COMMERCE COMMISSION

THIS THIRD SUPPLEMENTAL TRUST AGREEMENT, dated as of March 18, 1994, 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.

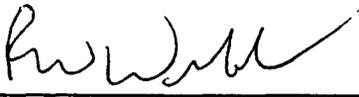
4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each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

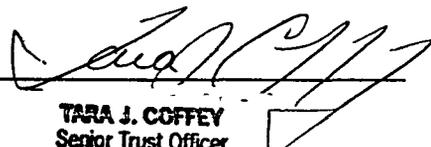
Attest:

  
Robert W. Webb, Secretary

CITIBANK, N.A.

By:   
P. DeFELICE  
VICE PRESIDENT

Attest:

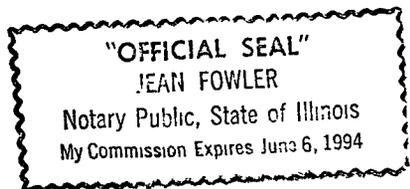
  
TARA J. COFFEY  
Senior Trust Officer  
UTC2044

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On March 18, 1994, 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.

*Jean Fowler*  
\_\_\_\_\_  
Notary Public

My Commission Expires:  
\_\_\_\_\_



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

On this 25<sup>th</sup> day of March, 1994, 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.

*Jeffrey Berger*  
\_\_\_\_\_  
Notary Public

My Commission Expires:  
\_\_\_\_\_

UTC2044

**JEFFRY BERGER**  
Notary Public, State of New York  
No. 01BE5015814  
Qualified in Kings County  
Commission Expires July 26, 1995



3/14/94

## UNION TANK CAR COMPANY - TREASURERS DEPARTMENT

DESCRIPTION OF EQUIPMENT - ~~WRECKED/RETIRED CARS~~ For Substitution

SCHEDULE A - SERIES 21 (R21)

| <u>QUANTITY</u> | <u>A.A.R<br/>MECHANICAL<br/>CODE</u> | <u>CAPACITY<br/>GALLONS/<br/>CUFT</u> | <u>ROAD NUMBERS</u>  |
|-----------------|--------------------------------------|---------------------------------------|--|
| 15              | C214                                 | 5,800                                 | UTCX47642, UTCX 48126,<br>UTCX 48167-48169, UTCX48171-<br>48173, UTCX 48175-48179<br>UTCX48224-48225 |
| 1               | C214                                 | 6,100                                 | UTCX59074  |
| 1               | T076                                 | 23,500                                | UTLX647122   |
| 1               | T095                                 | 20,000                                | UTLX647086   |
| 3               | T096                                 | 23,500                                | UTLX647100-647101, UTLX647103  |
| 14              | T105                                 | 20,000                                | UTLX641697-641701,<br>UTLX641740-641744, UTLX 641748-<br>641749, UTLX641756, UTLX641788              |
| 2               | T107                                 | 26,800                                | UTLX201147, UTLX201151   |
| 15              | T108                                 | 30,000                                | UTLX201295-201309  |
| 1               | T145                                 | 20,000                                | UTLX300813   |
| <u>53</u>       | TOTAL                                |                                       |  |

3/14/94

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
WRECKED/RETIRED CARS (SCHEDULE B)  
SERIES 21 (R21)

| <u>QUANTITY</u> | <u>A A R.<br/>MECHANICAL<br/>CODE</u> | <u>CAPACITY<br/>GALLONS/<br/>CUFT</u> | <u>ROAD NUMBERS</u>                  |
|-----------------|---------------------------------------|---------------------------------------|--------------------------------------|
| 48              | C214                                  | 5,800                                 | UTCX 47925-47940<br>UTCX 47942-47973 |
| <u>48</u>       | TOTAL                                 |                                       |                                      |