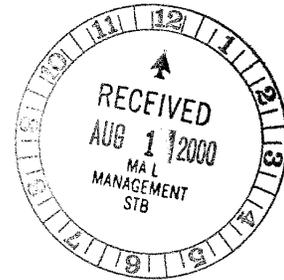




**THE MARMON GROUP, INC.**

225 West Washington Street, Chicago, Illinois 60606-3418  
Telephone (312) 372-9500 Fax (312) 845-5305 www.marmon.com



July 25, 2000

RECORDATION NO. 18724-G FILED

AUG 02 '00 11-42 AM  
SURFACE TRANSPORTATION BOARD

Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street N.W. #700  
Washington, DC 20423

Attn: Recordation Section, Room 704  
Re: Equipment Trust Agreement (Series 24)  
Recordation No. 18724

Dear Sir or Madam:

Enclosed are the original and two certified copies of each of the documents described below, to be recorded pursuant to Section 11301 of Title 49 of the U. S. Code.

These secondary documents, dated as of February 14, 2000, are:

Fourth Supplemental Equipment Trust Agreement between Union Tank Car Company and Bank One, N.A., as Trustee, and

Bill of Sale from the Trustee to Union Tank Car Company.

The primary document to which these are connected is recorded under Recordation No. 18724.

The names and addresses of the parties to the documents are as follows:

Trustee: Bank One, N.A.  
1 Bank One Plaza  
Chicago, Illinois 60670-0126

Company: Union Tank Car Company  
225 West Washington Street  
Chicago, Illinois 60606

The Equipment involved in this transaction is:

railroad tank cars as more fully described in Schedules A and B to this letter.

RECEIVED  
SURFACE TRANSPORTATION BOARD  
Aug 1 3 38 PM '00  
APPELLA  
BRANCH  
OFFICE OF THE  
SECRETARY

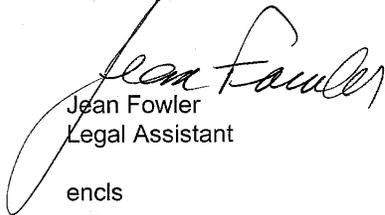
R.S

Please file both of these documents as supplements to the filing referred to above and return the certified copies of each of the documents, stamped to show the filing, to me. Enclosed is our check in the amount of \$52 for the filing fee.

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

Thank you.

Sincerely,



Jean Fowler  
Legal Assistant

encs  
UTC4066

RECORDATION NO. 18724-C

FOURTH SUPPLEMENTAL TRUST AGREEMENT

AUG 02 '00 11-42 AM

UNION TANK CAR COMPANY (SERIES 24)



SURFACE TRANSPORTATION BOARD

THIS FOURTH SUPPLEMENTAL TRUST AGREEMENT, dated as of February 14, 2000, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and Bank One, N.A., as Successor to The First National Bank of Chicago ("Trustee").

Recitals

- A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement dated as of February 15, 1994 ("Trust Agreement") 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. 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.

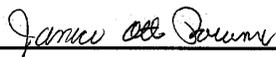
UNION TANK CAR COMPANY

By:   
R. C. Gluth,  
Executive Vice President

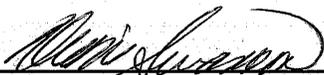
Attest:

  
Robert W. Webb, Secretary

BANK ONE, N.A.,  
as Successor to The First National Bank of Chicago,  
as Trustee

By:   
Title: JANICE OTT ROTUNNO  
VICE PRESIDENT

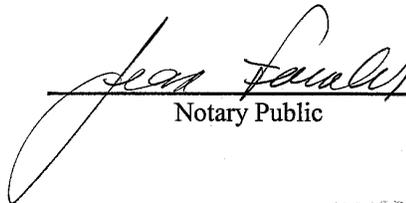
Attest:



UTC2044

STATE OF ILLINOIS )  
 ) ss  
COUNTY OF COOK )

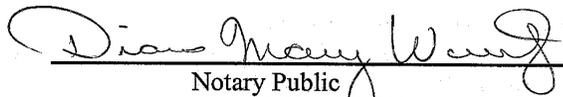
On: July 14, 2000, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; 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.

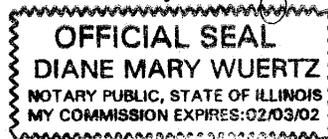
  
Notary Public



STATE OF ILLINOIS )  
 ) ss  
COUNTY OF COOK )

On: July 14, 2000, before me personally came Tanice DTT Rhona, to me known, who, being by me duly sworn, did depose and say that he/she is v.p. of Bank One, 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



UTC2044

2/14/00

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

CERTIFICATE TRUST SERIES: R024 (SERIES R-24)

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL./CUFT.)</u>	<u>ROAD NUMBERS</u>
13	T107	GAL	UTLX 662506-662518
<hr/>			
13	TOTAL		

02/14/00

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
WRECKED/RETIRED CARS - SCHEDULE B  
SERIES 24 (R024)

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
2	T054	13,410	PROX 15153, 15175
2	T104	14,500	UTLX 300313,300319
3	T105	20,000	UTLX 644073, 644138, 644608
3	T106	23,500	UTLX 644458, 644025 PROX 74390
2	T107	25,000	PROX 76231, 76344
4	T107	26,000	UTLX 644275, 644276, 644277, 644688
1	T108	30,000	UTLX 201741
1	T904	17,300	UTLX 900280
<hr/>			
18 TOTAL			