



THE MARMON GROUP, INC.

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

RECORDATION INC. 16594-L FILED
JUL 17 2001 1:87 PM
SURFACE TRANSPORTATION BOARD

July 16, 2001

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

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

Dear Sir or Madam:

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

The primary document to which this is connected is recorded under Recordation No. 16594.

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

Trustee: Citibank, N.A.
111 Wall Street
14th Floor
New York, NY 10005

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

A description of the Equipment covered by the enclosed document follows:
Railroad tank cars as listed in Schedules A and B to this letter.

A short summary of the document to appear in the Index follows:

First Supplemental Trust Agreement, Series 21, dated as of February 14, 1999, between Union Tank Car Company and Citibank, N.A., as Trustee.

The purpose of this First Supplemental Trust Agreement is to document that 18 railroad tank cars ("Equipment") are being removed from the list of Equipment and 10 cars are being substituted therefor.

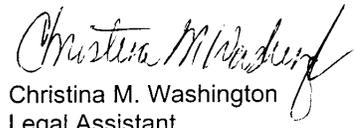
Surface Transportation Board
July 16, 2001
Page 2

Please file this document as a supplement to the filing referred to above and return the certified copies of the document, stamped to show the filing, to me. Enclosed is our check in the amount of \$56 for the filing fees for this and one other related document under the same recordation number.

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

Thank you.

Sincerely,

A handwritten signature in cursive script, reading "Christina M. Washington". The signature is written in black ink and is positioned above the typed name and title.

Christina M. Washington
Legal Assistant

encls.

utc4066

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
RAILCAR SUBSTITUTIONS (SCHEDULE A)
DESCRIPTION OF EQUIPMENT FOR SUBSTITUTION
2/15/99

CERTIFICATE TRUST SERIES: R-021

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL./CUFT.)</u>	<u>ROAD NUMBERS</u>
9	T108	30,000 GAL.	UTLX 202289, 202290, 202292- 202294, 202296, 202325, 202329, 202330
1	T106	24,300 GAL.	CELX 22108
<u>10</u>	TOTAL		

2/15/99

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

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
4	C214	5,800	UTCX 47167, 47923, 48122, 48148
1	T054	14,000	UTLX 125064
1	T104	16,000	UTLX 600337
2	T105	20,500	UTLX 640896, 640913
4	T105	20,000	UTLX 640931, 640936, 641160, 641161
5	T106	23,500	UTLX 200995, 640999, 641452, 641502, 641537
<u>1</u>	T907	25,600	UTLX 900513
18	TOTAL		

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

RECORDATION NO. 16594-L FILED
AUG 29 '01 8 7 PM
SURFACE TRANSPORTATION BOARD

THIS FIRST SUPPLEMENTAL TRUST AGREEMENT, dated as of February 14, 1999, 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 dated as of October 13, 1989 ("Trust Agreement") 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.,
as Trustee

By: 
Title: P. DeFelice
Vice President

Attest:

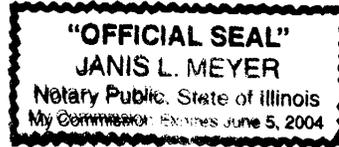

JOHN J. BYRNES
VICE PRESIDENT

UTC2044

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

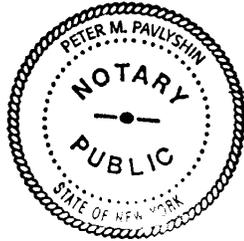
On May 25, 1999, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; 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



STATE OF NEW YORK)
) ss
COUNTY OF New York)

On May 25, 1999, 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.



Peter M. Pavlyshin
Notary Public

PETER M. PAVLYSHIN
Notary Public, State of New York
No. 41-4891297
Qualified in Queens County
Certificate Filed in New York County
Commission Expires January 27, 2002

UTC2044

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
RAILCAR SUBSTITUTIONS (SCHEDULE A)
DESCRIPTION OF EQUIPMENT FOR SUBSTITUTION
2/15/99

CERTIFICATE TRUST SERIES: R-021

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SERIES 21 (R21)

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