



THE MARMON GROUP, INC.

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



August 30, 2002

VIA FEDERAL EXPRESS

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

RECORDATION NO. 16594-N

SEP 16 '02

2:40 PM

SURFACE TRANSPORTATION BOARD

Dear Sir or Madam:

Enclosed are the three original and one certified copy 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 are as follows:

Sixth Supplemental Trust Agreement, Series 21, dated as of February 14, 2002, between Union Tank Car Company and Citibank, N.A., as Trustee.

The purpose of this Sixth Supplemental Trust Agreement is to document that 9 railroad tank cars ("Equipment") are being removed from the list of Equipment and 8 cars are being substituted therefor.

Surface Transportation Board
August 30, 2002
Page 2

Bill of Sale dated as of February 14, 2002, by Citibank, N.A., as Trustee, covering railroad tank cars as more fully described in Schedules A and B to this letter.

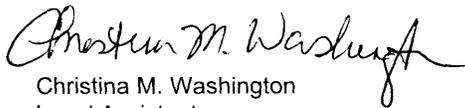
The purpose of this Bill of Sale is to document that the lien of the Trustee has terminated and title to the cars has been transferred to the Company.

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 \$60 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,


Christina M. Washington
Legal Assistant

encls.

utc4066-21

02/15/02

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

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>
1	T055	20,600 GAL.	UTLX 130340
7	T105	20,600 GAL.	UTLX 646511-646513, 646655- 646658
<u>8</u>	TOTAL		

02/15/02

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 DESCRIPTION OF EQUIPMENT FOR SUBSTITUTION - SCHEDULE A
 SERIES R-21

02/15/02

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS.	CO. CODE	IN USE DATE	CERTIFICATE TRUST COST	NET BOOK VALUE
UTLX 130340	T055	20,600	GAL.	1	09/96	\$ 57,265	\$ 42,238
UTLX 646511	T105	20,600	GAL.	1	06/96	54,478	42,152
UTLX 646512	T105	20,600	GAL.	1	06/96	54,478	42,152
UTLX 646513	T105	20,600	GAL.	1	06/96	54,478	42,152
UTLX 646655	T105	20,600	GAL.	1	07/96	49,354	40,296
UTLX 646656	T105	20,600	GAL.	1	07/96	49,354	40,296
UTLX 646657	T105	20,600	GAL.	1	07/96	49,354	40,296
UTLX 646658	T105	20,600	GAL.	1	07/96	49,354	40,296
<u>TOTAL NUMBER OF CARS</u>			8			<u>\$ 418,115</u>	<u>\$ 329,878</u>

02/15/02

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>
1	C214	5,800	UTCX 47768
1	T105	20,500	UTLX 640931
3	T106	23,500	UTLX 201002, 640962, 641478
1	T107	25,600	UTLX 640750
1	T107	27,300	UTLX 201056
1	T108	30,000	UTLX 201298
1	T426	24,000	UTLX 950022
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9	TOTAL		

02/15/02

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 WRECKED/RETIRED CARS (SCHEDULE B)
 SERIES R021

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS.	CO. CODE	—DATES—		CERTIFICATE TRUST COST	PROCEEDS* SALE PRICE/ NET BOOK VALUE	
					IN USE	WRECKED /RETIRED			
UTCX	47768	C214	5,800	CUFT.	1	01/89	05/00	\$ 50,897	\$ 37,964 *
UTLX	640931	T105	20,595	GAL	1	02/89	11/95	48,086	49,926 *
UTLX	201002	T106	23,500	GAL	1	07/89	03/01	52,246	51,886 *
UTLX	640962	T106	23,500	GAL	1	02/89	07/01	47,879	45,350 *
UTLX	641478	T106	23,500	GAL	1	02/89	07/01	48,877	45,350 *
UTLX	201056	T107	27,300	GAL	1	12/88	12/01	45,459	20,457
UTLX	640750	T107	25,600	GAL	1	09/89	04/01	52,378	35,622 *
UTLX	201298	T108	30,000	GAL	1	03/89	07/99	46,445	18,578
UTLX	950022	T426	24,000	GAL	1	08/89	03/00	61,480	24,592
NUMBER OF CARS			9					\$ 453,747	\$ 329,725

RECORDATION NO. 16594-N FILED

SIXTH SUPPLEMENTAL TRUST AGREEMENT SEP 16 02

2-40 PM

UNION TANK CAR COMPANY (SERIES 21) SURFACE TRANSPORTATION BOARD

THIS SIXTH SUPPLEMENTAL TRUST AGREEMENT, dated as of February 14, 2002, 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: 
Mark J. Garrette,
Vice President

Attest:


Robert W. Webb, Secretary

CITIBANK, N.A.,
as Trustee

By: 
Title: **Vice President**

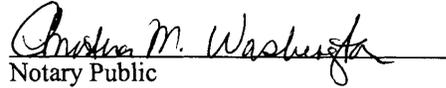
Attest:


Nancy Forte

UTC2044

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

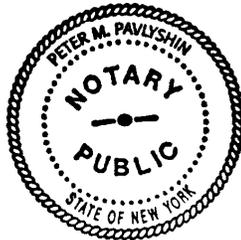
On 7/22, 2002, before me personally came Mark J. Garrette, to me known, who, being by me duly sworn, did depose and say that he is Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that 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.

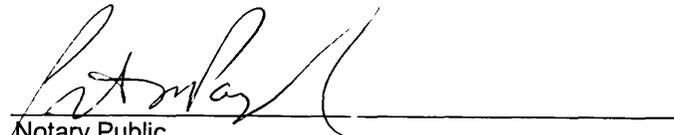

Notary Public



STATE OF NEW YORK)
) ss
COUNTY OF NEW YORK)

On JULY 18, 2002, before me personally came P. De..., to me known, who, being by me duly sworn, did depose and say that he/she is ... 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
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, 2006

02/15/02

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02/15/02

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