

RECORDATION NO. 18724-I FILED

JUL 14 '03

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SURFACE TRANSPORTATION BOARD

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July 10, 2003

VIA FEDERAL EXPRESS

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

RECEIVED
MAIL
MANAGEMENT
SIP

Re: Union Tank Car Company
Fifth Supplemental Trust Agreement (Series 24)

Dear Sir or Madam:

Enclosed is the original and three certified copies of the document described below which is to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This secondary document is dated as of February 14, 2003 and is described as follows:

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

The primary document to which this is 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, IL 60670-0126
Company:	Union Tank Car Company 225 West Washington Street Chicago, IL 60606

The Equipment involved in this transaction is more fully described on Schedules A and B attached to this letter and made a part hereof.

NEAL, GERBER & EISENBERG LLP

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

Fifth Supplemental Trust Agreement, Series 24, dated as of February 14, 2003, between Union Tank Car Company and Bank One, N.A., as Trustee.

The purpose of the Fifth Supplemental Trust Agreement, Series 24, is to document the removal of 11 railroad cars ("Equipment") from the list of Equipment and to add 10 railroad cars which are being substituted therefor.

Please file the enclosed document as a supplement to the filing referred to above and return all of the certified copies of the document, stamped to show the filing information, to me at the address given herein. Also enclosed is a check payable in the amount of \$30.00 for the filing fee.

Should you have any questions regarding the enclosure, please call me at (312) 269-5258.

Sincerely,



Bonnie E. Heacock
Paralegal

Enclosures

cc: Patrick J. Allen, Esq. - The Marmon Group, Inc. (w/enc.)

2/14/2003

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>
6	C214	5,800 CU.FT.	UTCX 48916, 49817, 49818, 49878, 49894, 50760
4	T106	23,500 GAL.	UTLX 646688, 646689, 646691, 646692
<hr/>			
10	TOTAL		

02/14/03

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>
4	T054	13,600 GAL.	PROX 16017, 16021, 16209 16235
1	T104	16,300 GAL.	UTLX 630251
2	T105	20,000 GAL.	UTLX 644169, 644596
1	T106	23,500 GAL.	UTLX 641252
3	T107	26,000 GAL.	UTLX 644315, 644355, 644368
<hr/> 11	TOTAL CARS		

FIFTH SUPPLEMENTAL TRUST AGREEMENT

UNION TANK CAR COMPANY (SERIES 24)

THIS FIFTH SUPPLEMENTAL TRUST AGREEMENT, dated as of February 14, 2003, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and Bank One, N.A., ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement dated as of February 14, 1994 ("Trust Agreement") providing for the issue of its Equipment Trust 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.

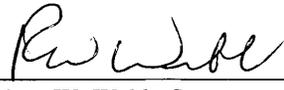
4. Miscellaneous. Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Trust Agreement may be executed in any number of counterparts, each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

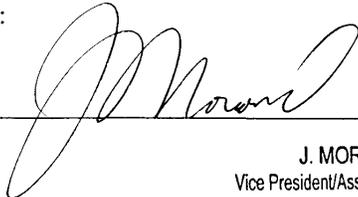
Attest:


Robert W. Webb, Secretary

BANK ONE, N.A.,
as Trustee

By: 
Name: JANICE OTT ROTUNNO
Title: VICE PRESIDENT

Attest:


J. MORAND
Vice President/Assistant Secretary

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

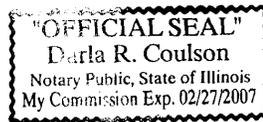
On June 19, 2003, before me personally came Mark J. Garrette, to me know, who, being by me duly sworn, did depose and say that he is a Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; 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.

Bonnie E. Heacock
Notary Public



STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On July 2, 2003, before me personally came James OTT Borino, to me know, 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 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.



Darla R. Coulson
Notary Public

2/14/2003

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

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

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