

LAW OFFICES
NEAL, GERBER & EISENBERG LL#RECORDATION NO. 22163-A FILED

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JUL 13 '04 10:57 AM

SURFACE TRANSPORTATION BOARD

BONNIE E. HEACOCK
PARALEGAL
(312) 269-5258

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July 9, 2004

VIA FEDERAL EXPRESS

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



Re: Union Tank Car Company
First Supplemental Trust Agreement (Series S-99)

Dear Sir or Madam:

Enclosed are one originals 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, 2004 and is described as follows:

First Supplemental Trust Agreement between Union Tank Car Company and J. P. Morgan Trust Company, National Association (formerly known as The First National Bank of Chicago), as Trustee.

The primary document to which this is connected is recorded under Recordation No. 22163.

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

- Trustee: J. P. Morgan Trust Company, National Association
c/o JPMorgan Institutional Services
227 West Monroe Street, Suite 2600
Chicago, IL 60606

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

NEAL, GERBER & EISENBERG LLP

Surface Transportation Board
Documents for Recordation
July 9, 2004
Page 2

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

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

First Supplemental Trust Agreement, Series S-99, dated as of February 14, 2004, between Union Tank Car Company and J. P. Morgan Trust Company, National Association (formerly known as The First National Bank of Chicago), as Trustee.

The purpose of the First Supplemental Trust Agreement, Series S-99, is to document the removal of 12 railroad cars ("Equipment") from the list of Equipment and to add 12 railroad cars which are being substituted therefor.

Please file the enclosed document as a supplement to the filing referred to above and return one original and both certified copies of the document, each 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 recording 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.)

NGEDOCs: 07267N.0001:1053239.1

02/13/04

UNION TANK CAR COMPANY - TREASURER'S DEPARTMENT
DESCRIPTION OF EQUIPMENT TRUST
SCHEDULE A

CERTIFICATE TRUST SERIES: S-99

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL./CUFT.)</u>	<u>ROAD NUMBERS</u>
8	T104	16,000 GAL.	UTLX 301836-301850, 301852
4	T108	28,700 GAL.	UTLX 628000, 628002, 628006, 628007

12 TOTAL CARS

RECORDATION NO. 22163-A FILED

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SURFACE TRANSPORTATION BOARD

02/13/04

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
DESCRIPTION OF EQUIPMENT FOR SUBSTITUTION - SCHEDULE A
SERIES S-99

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS.	CO. CODE	IN USE DATE	ORIGINAL COST	NET BOOK VALUE
UTLX 301836	T104	16,000	GAL.	1	09/03	\$ 74,236	\$ 72,461
UTLX 301845	T104	16,000	GAL.	1	10/03	74,236	72,715
UTLX 301846	T104	16,000	GAL.	1	10/03	74,236	72,715
UTLX 301847	T104	16,000	GAL.	1	10/03	74,236	72,715
UTLX 301848	T104	16,000	GAL.	1	10/03	74,236	72,715
UTLX 301849	T104	16,000	GAL.	1	10/03	74,236	72,715
UTLX 301850	T104	16,000	GAL.	1	10/03	74,236	72,715
UTLX 301852	T104	16,000	GAL.	1	10/03	74,236	72,715
UTLX 628000	T108	28,700	GAL.	1	10/03	63,916	62,896
UTLX 628002	T108	28,700	GAL.	1	10/03	63,916	62,896
UTLX 628006	T108	28,700	GAL.	1	11/03	63,916	63,066
UTLX 628007	T108	28,700	GAL.	1	11/03	63,916	63,066
TOTAL NUMBER OF CARS			12			\$ <u>849,552</u>	\$ <u>833,390</u>
NET BOOK VALUE OF RETIREMENTS							\$ 833,283

02/13/04

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
WRECKED/RETIRED CARS - SCHEDULE B
SERIES S-99

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
1	C214	6,270 CUFT.	UTCX 51022
3	C214	5,800 CUFT.	UTCX 50851, 508858, 50892
4	T106	25,000 GAL.	UTLX 661605, 661730, 661999, 662242
1	T107	25,800 GAL.	UTLX 661237
6	T104	15,000 GAL.	SHLX 200, 221, 223, 228, 231, 242
<hr/>			
15	TOTAL		

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
WRECKED/RETIRED CARS (SCHEDULE B)
SERIES S-99

02/13/04

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS.	-CODES- CO.	—DATES—		CERTIFICATE TRUST COST	PROCEEDS* /NET BOOK VALUE	
					IN USE	WRECKED/RETIRED			
UTCX	50851	C214	5,800	CU. FT.	1	02/98	10/01	\$ 58,875	\$ 41,213
UTCX	50858	C214	5,800	CU. FT.	1	02/98	05/03	58,875	53,805 *
UTCX	50892	C214	5,800	CU. FT.	1	02/98	10/01	58,875	53,425 *
UTCX	51022	C214	6,270	CU. FT.	1	01/98	12/99	59,250	59,732 *
UTLX	661605	T106	23,500	GAL.	1	05/98	03/01	54,143	54,772 *
UTLX	661730	T106	23,500	GAL.	1	06/98	10/02	55,643	54,831 *
UTLX	661999	T106	23,500	GAL.	1	08/98	03/03	54,670	53,619 *
UTLX	662242	T106	23,500	GAL.	1	11/98	01/03	55,943	56,583 *
UTLX	661237	T107	25,800	GAL.	1	10/98	06/03	58,284	63,699 *
SHLX	200	T104	15,000	GAL.	3	06/98	06/01	65,070	53,971 *
SHLX	221	T104	15,000	GAL.	3	08/98	08/01	65,070	57,925 *
SHLX	223	T104	15,000	GAL.	3	08/98	08/01	65,070	57,925 *
SHLX	228	T104	15,000	GAL.	3	08/98	08/01	65,142	57,925 *
SHLX	231	T104	15,000	GAL.	3	08/98	08/01	65,142	57,925 *
SHLX	242	T104	15,000	GAL.	3	08/98	08/01	65,142	55,933 *

NUMBER OF CARS 15

\$ 905,194 \$ 833,283

* RR Proceeds

RECORDATION NO. 22163-A FILED

FIRST SUPPLEMENTAL TRUST AGREEMENT

JUL 13 '04

10-57 AM

UNION TANK CAR COMPANY (SERIES S-99)

SURFACE TRANSPORTATION BOARD

THIS FIRST SUPPLEMENTAL TRUST AGREEMENT, dated as of February 14, 2004, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and J. P. Morgan Trust Company, National Association, formerly known as The First National Bank of Chicago ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement dated as of May 12, 1999 ("Trust Agreement") providing for the issue of its Equipment Trust Certificates (Series S-99) in the aggregate principal amount of \$100,000,000.

B. Company desires to comply with Section 3.04 of the Trust Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the 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.

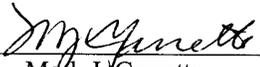
2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of 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

J. P. MORGAN TRUST COMPANY,
NATIONAL ASSOCIATION
as Trustee

By: 
Name:
Title: JANICE OTT ROTUNNO
VICE PRESIDENT

Attest:


BENITA A. POINTER, CTS
Assistant Vice President

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On July 9, 2004, 2004, 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.

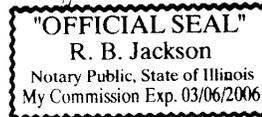


Bonnie E. Heacock
Notary Public

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On July 2, 2004, before me personally came James OST Rotundo, to me know, who, being by me duly sworn, did depose and say that he/she is v.p. of J. P. Morgan Trust 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.

R. B. Jackson
Notary Public



UTC2044(Series S-99)

NGEDOCs: 1039648.1:07267N.0001

02/13/04

UNION TANK CAR COMPANY - TREASURER'S DEPARTMENT
DESCRIPTION OF EQUIPMENT TRUST
SCHEDULE A

CERTIFICATE TRUST SERIES: S-99

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<hr/>			
12	TOTAL CARS		

02/13/04

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 DESCRIPTION OF EQUIPMENT FOR SUBSTITUTION - SCHEDULE A
 SERIES S-99

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WRECKED/RETIRED CARS - SCHEDULE B
SERIES S-99

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WRECKED/RETIRED CARS (SCHEDULE B)
SERIES S-99

02/13/04

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					IN WRECKED USE	RETIRED			
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NUMBER OF CARS

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\$ 833,283

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