



THE MARMON GROUP LLC

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RECORDATION NO. 17387-I FILED

OCT 05 '07

2-49 PM

SURFACE TRANSPORTATION BOARD

September 28, 2007

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



Re: **Union Tank Car Company**
Fourth Supplemental Trust Agreement (Series 23)

Dear Sir or Madam:

Enclosed is one original and four 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, 2007 and is described as follows:

Fifth supplemental Trust Agreement between Union Tank Car Company and U.S. Bank National Association, as Trustee.

The primary document to which this is connected is recorded under Recordation No. 17387.

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

Trustee U.S. Bank National Association
100 Wall Street, 16th Floor
New York, NY 10005
Attn: Thomas Tabor

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

Surface Transportation Board
Documents for Recordation
September 28, 2007
Page 2

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

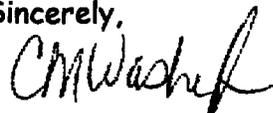
A short summary of the document to appear in the Index follows:

Fifth Supplemental Trust Agreement, Series 23, is to document the removal of 10 railroad cars ("Equipment") from the list of Equipment and to add 9 railroad cars which are being substituted therefore.

Please file the enclosed document as a supplement to the filing referred to above and return one original and four certified copies of the document, stamped to show the filing, to me at the address given herein. Also enclosed is a check payable in the amount of \$35.00 for the filing fee.

Should you have any questions regarding the enclosed, please call me at (312) 845-5457.

Sincerely,



Christina M. Washington
Legal Administrator

Enclosures

OCT 05 '07

2:49 PM

FIFTH SUPPLEMENTAL TRUST AGREEMENT SURFACE TRANSPORTATION BOARD
UNION TANK CAR COMPANY (SERIES 23)

THIS FIFTH SUPPLEMENTAL TRUST AGREEMENT, dated as of February 14, 2007, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and U.S. Bank National Association ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement dated as of May 27, 1993 ("Trust Agreement") providing for the issue of its Equipment Trust Certificates (Series 23) in the aggregate principal amount of \$87,000,000.

B. Company desires to comply with Section 4.07 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.

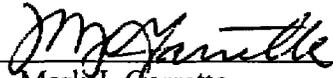
2. Substituted Equipment Subject to Trust Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects. The Equipment described in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

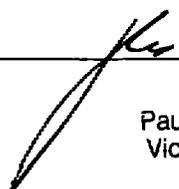
Attest:


Robert W. Webb, Secretary

U.S. BANK NATIONAL ASSOCIATION,
as Trustee

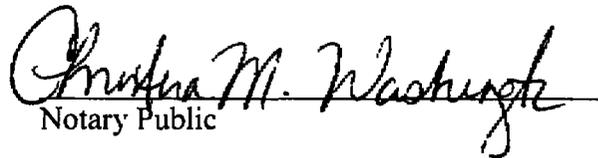
By: 
Name: Thomas E. Tabor
Title: Vice President

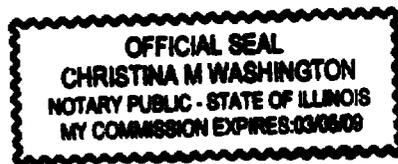
Attest:


Paul Schmalzel
Vice President

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

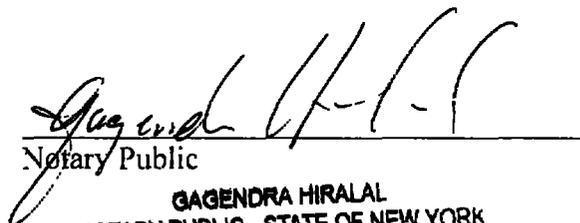
On July 18th, 2007, before me personally came Mark J. Garrette, to me know, who, being by me duly sworn, did depose and say that he is a Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument: that he knows the seal of said corporation: 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.


Notary Public



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

On July 11th, 2007, before me personally came Thomas E. Tabor to me know, who, being by me duly sworn, did depose and say that he/she is vice President of U.S. Bank National Association, 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
GAGENDRA HIRALAL
NOTARY PUBLIC - STATE OF NEW YORK
NO. 01-H18055018
QUALIFIED IN QUEENS COUNTY
MY COMMISSION EXPIRES 02-20-2011

02/15/07

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

CERTIFICATE TRUST SERIES: R023 (SERIES R-23)

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL./CUFT.)</u>	<u>ROAD NUMBERS</u>
2	C 214	5,800 CU FT.	UTCX 49442, 49674
2	C 214	5,800 CU FT.	UTCX 51218, 51338
1	T105	20,600 GAL.	UTLX 130441
1	T104	14,500 GAL.	UTLX 630328
1	T 106	23500 GAL.	UTLX 660843
3	T108	30,000 GAL.	UTLX 203304, 203497, 203816
<hr/>			
10	TOTAL		

02/15/07

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
DESCRIPTION OF EQUIPMENT (WRECKED/RETIRED CARS)
SCHEDULE B - SERIES R 23

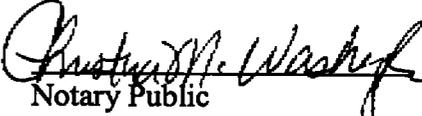
<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
1	T054	13,700 Gal.	UTLX 12538
2	T104	17,000 GAL.	CCLX 1356, UTLX 630221
5	T106	23,500 GAL.	UTLX 41516, 643187, 643189, 643899, 643987
1	T867	25,600 GAL.	UTLX 901136
<hr/>			
9	TOTAL		

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

CERTIFICATE

The undersigned, Christina M. Washington, a Notary Public is and for said County and Sate, hereby states that she has compared the attached copy of the Fifth Supplemental Trust Agreement (Series 23) dated as of February 14, 2007, with the original document thereof and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

INWITNESS WHEREOF, the undersigned has set her hand and seal this 24th day of July, 2007.


Notary Public

