



THE MARMON GROUP LLC

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RECORDATION NO. 23508-77 FILED

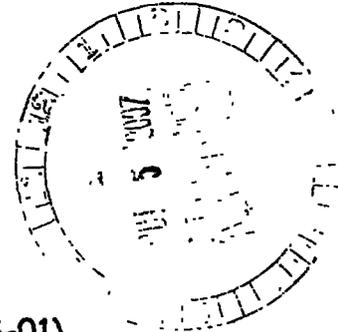
OCT 05 '07

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SURFACE TRANSPORTATION BOARD

September 28, 2007

Surface Transportation Board
Documents for Recordation
395 E Street, S.W.
Washington, DC 20423



Re: **Union Tank Car Company**
First Supplemental Trust Agreement (Series S-01)

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:

First 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. 23508.

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:

First Supplemental Trust Agreement, Series 23, is to document the removal of 12 railroad cars ("Equipment") from the list of Equipment and to add 13 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. Please bill account No. 22839 the filing fee of \$35.00.

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

Sincerely,



Christina M. Washington
Legal Administrator

Enclosures

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FIRST SUPPLEMENTAL INDENTURE AND SECURITY AGREEMENT
SURFACE TRANSPORTATION BOARD

UNION TANK CAR COMPANY (SERIES S-01)

THIS FIRST SUPPLEMENTAL INDENTURE AND SECURITY 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 The Bank of New York Trust Company, N.A., formerly known as Bank One, N.A. ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Indenture and Security Agreement dated as of June 13, 2001 ("Agreement") providing for the issue of its Senior Secured Notes (Series S-01) in the aggregate principal amount of \$110,000,000.

B. Company desires to comply with Section 3.04 of the Agreement by the execution of a Supplement thereto, to evidence the inclusion of Equipment as a part of the Equipment under the 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 Senior Secured Notes, as follows:

1. Substitution of Equipment. The Equipment described in Schedule A hereto is hereby substituted for the Equipment described in Schedule B hereto.

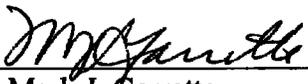
2. Substituted Equipment Subject to Agreement. The Equipment described in Schedule A hereto is hereby included as part of the Equipment under the Agreement and is and shall be subject to all the terms and conditions of the Agreement in all respects. The Equipment described in Schedule B hereto is hereby removed from the list of Equipment under the Agreement and is no longer subject to any provisions of the Agreement.

3. Concerning Trustee. Trustee accepts the provisions of this Supplemental Agreement but only upon the terms and conditions set forth in the 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 Agreement.

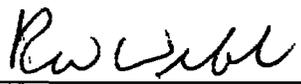
4. Miscellaneous. Except as hereby expressly provided, the Agreement is in all respects ratified and confirmed and all the terms, provisions and conditions thereof shall be and remain in full force and effect. The Supplemental Agreement may be executed in any number of counterparts, each of which shall be an original.

Company and Trustee have caused this Supplemental 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

THE BANK OF NEW YORK TRUST
COMPANY, N.A.
as Trustee

By: 
Name:
Title: JANICE OTT ROTUNNO
VICE PRESIDENT

Attest:


R. Tamas
Vice President

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

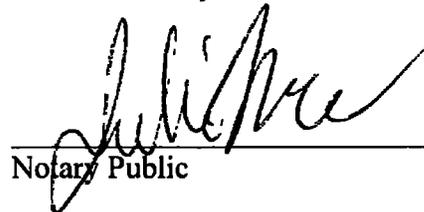
On July 6, 2007, before me personally came Mark J. Garrette, to me know, who, being by me duly sworn, did depose and say that he is a Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; 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 ILLINOIS)
) ss
COUNTY OF COOK)

On July 5, 2007, 2007, before me personally came Janice OTT Rotundo to me know, who, being by me duly sworn, did depose and say that he/she is vice President of The Bank of New York Trust Company, 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.


Notary Public



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

CERTIFICATE TRUST SERIES: S-01

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL./CUFT.)</u>	<u>ROAD NUMBERS</u>
1	T104	15,000 GAL.	UTLX 664489
2	T106	23,500 GAL.	UTLX 665352, 667200
2	T107	27,000 GAL.	UTLX 203885, 668168
2	T108	30,000 GAL.	UTLX 204059, 205975
5	T389	33,800 GAL.	UTLX 951228, 951316, 951349, 951377, 952334
1	T907	26,000 GAL.	UTLX 902709
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13	TOTAL CARS		

2/15/2006

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
WRECKED/RETIRED CARS - SCHEDULE B
SERIES S-01

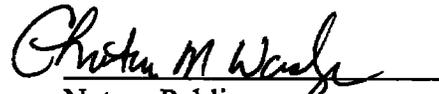
<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
1	T066	23,500 Gal.	UTLX 647368
2	T105	20,500 Gal.	UTLX 663463, 663990
2	T104	15,000 Gal.	SHLX 385, 394
5	T106	23,500 Gal.	UTLX 633771, 663957 PROX 75256, 75323, 75444
1	T107	25,700 Gal.	UTLX 663762
1	T419	33,800 Gal.	UTLX 951004
<hr/>			
12	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 First Supplemental Trust Agreement (Series S-01) 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

