



THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606, Tel. (312) 372-9500, Fax (312) 845-5305, Telex 253112 CGO

December 16, 1988
INTERSTATE COMMERCE COMMISSION

BY OVERNIGHT MAIL
DEC 21 1988 4-0 5 PM

DEC 21 1988 4-0 5 PM

Secretary
Interstate Commerce Commission
12th St. and Constitution Ave., N.W.
Washington, D.C. 20423

RECORDATION NO. 14647-A Filed 1425

RECORDATION NO. 14647-B Filed 1425

No. 8-356A050

Date

DEC 21 1988

Fee \$

26.00

ICC Washington, D.C.

RE: Equipment Trust Agreement
Filed May 14, 1985
Recordation #14647

Dear Sir or Madam:

Enclosed are the original and two certified copies of the First Supplemental Equipment Trust Agreement, dated as of November 22, 1988, between Union Tank Car Company and The First National Bank of Chicago. Also enclosed are the original and two certified copy of a Bill of Sale from The First National Bank of Chicago to Union Tank Car Company.

Please file both the First Supplemental Equipment Trust Agreement and the Bill of Sale recorded as supplements to our previous filing #14647, which filing was made on May 14, 1985.

Enclosed is a check for \$26.00 for the filing fee. Please return the certified copies of the Fourth Supplemental Equipment Trust Agreement and Bill of Sale, stamped to show the filing, to me.

If you have any questions, please call me. Thank you very much.

Sincerely,

Patrick J. Allen
Assistant General Counsel

PJA:kdg
3629

Enclosures

100 OFFICE OF THE SECRETARY
DEC 21 3 51 PM '88
MOTOR OPERATING UNIT

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

12/21/88

Patrick J. Allen
The Marmon Group, Inc.
225 West Washington Street
Chicago, IL 60606

Dear

Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/21/88 at 4:05PM, and assigned recordation number(s). 14647-A & B

Sincerely yours,

Narta L. McLee

Secretary

Enclosure(s)

DEC 21 1988 4-05 PM

RECORDATION NO. 14647-A Filed 1425

THIS FIRST SUPPLEMENTAL TRUST AGREEMENT dated as of November 22, 1988, by and between UNION TANK CAR COMPANY, a corporation duly organized and existing under the laws of the State of Delaware ("Company"), and The First National Bank of Chicago, a national banking association, as trustee ("Trustee").

WITNESSETH:

WHEREAS, Company has heretofore executed and delivered to Trustee a Trust Agreement dated as of April 15, 1985 ("Trust Agreement"), providing for the issue of its Equipment Certificates (Series P-4) in aggregate principal amount of \$75,000,000; and

WHEREAS, 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 for the Trust Equipment under the Trust Agreement;

NOW THEREFORE, Company 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:

ARTICLE ONE

Substitution of Equipment

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

ARTICLE TWO

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.

ARTICLE THREE

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.

ARTICLE FOUR

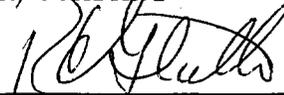
Miscellaneous Provisions

Except as hereby expressly provided, the Trust Agreement is in all respected 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.

IN WITNESS WHEREOF, 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 and year first above written.

UNION TANK CAR COMPANY

By:



R. C. Gluth, Executive Vice President

ATTEST:



Robert W. Webb, Secretary

The First National Bank of Chicago

By:



R. D. Manella

Vice President

ATTEST: JANICE OTT ROTUNNO

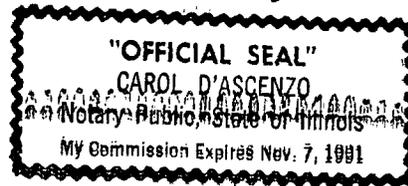

Trust Officer

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 22nd day of November, 1988, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President and 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.

Carol D'Ascenzo
Notary Public

My Commission Expires:
Nov. 7, 1991

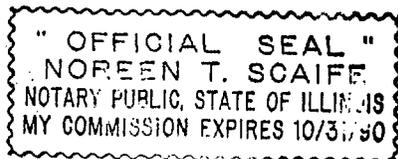


STATE OF Illinois)
) SS
COUNTY OF Cook)

On this 8th day of December, 1988, before me personally came R. D. Manella, to me known, who, being by me duly sworn, did depose and say that he is Vice President of THE FIRST NATIONAL BANK OF CHICAGO, 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.

Noreen T. Scaife
Notary Public
Noreen T. Scaife

My Commission Expires:



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

CERTIFICATE TRUST SERIES: P004

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
74	C214	5,800	UTCX46330, UTCX47343, UTCX47355, UTCX47360 - UTCX47372, UTCX47534, UTCX47542 - UTCX47545, UTCX47550 - UTCX47551, UTCX47553, UTCX47561, UTCX47563 - UTCX47584, UTCX47586 - UTCX47595, UTCX47598 - UTCX47600, UTCX47607, UTCX47645 - UTCX47657
2	T054	13,700	125039, 125053
2	T105	20,000	640552 - 640553
12	T108	30,000	200491, 200803, 200807, 200861 - 200869
2	T907	25,000	900553, 900555
<u>92 TOTAL</u>			
<u>92 TOTAL</u>			

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST
FOR SUBSTITUTION - TERMINATED CARS

CERTIFICATE TRUST SERIES: P004

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
95	LOC	5,800	UTCX58050-UTCX58089,UTCX58215-UTCX58216, UTCX58218-UTCX58248,UTCX58555-UTCX58576

95 TOTAL

95 TOTAL