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(2)



THE MARMON GROUP, INC.

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

RECORDATION NO. 14994-A+B FILED 1428
SEP 25 1995 3 40 PM
ILLINOIS COMMERCE COMMISSION

September 21, 1995

Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, DC 20423

Attn: Ms. Janice M. Fort
Room 2311

Re: Equipment Trust Agreement (Series P-5 CAN)
Recordation No. 14994

RECEIVED THE
OFFICE OF THE
SECRETARY
SEP 25 3 36 PM '95
LICENSING BRANCH

Dear Ms. Fort:

Enclosed are the original and two certified copies of the First Supplemental Equipment Trust Agreement dated as of September 11, 1995, among Procor Limited, Union Tank Car Company and The Royal Trust Company, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$42 for the filing fee.

Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,

Jean Fowler
Legal Assistant

/jff
Enclosures

UTC4066



Interstate Commerce Commission
Washington, D.C. 20423-0001

9/25/95

Office Of The Secretary

Jean Fowler
Legal Assistant
The Maron Group, Inc.
225 West Washington Street
Chicago, Illinois 60606

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/25/95 at 3:40PM, and assigned recordation number(s). 14994-A and B, 15373-A and B.

Sincerely yours,

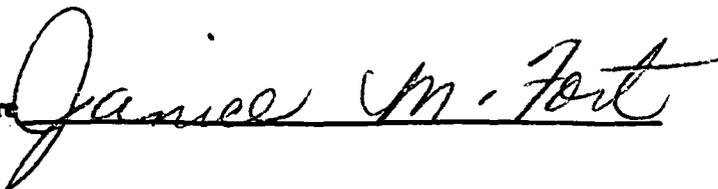

Vernon A. Williams
Secretary

Enclosure(s)

(0100788080)
(0100788081)

\$ 84.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



FIRST SUPPLEMENTAL TRUST AGREEMENT

Among
PROCOR LIMITED,
UNION TANK CAR COMPANY,
and
THE ROYAL TRUST COMPANY

(SERIES P-5 CAN)

14994-A
FILED 1425
SEP 25 1995 5 22 PM

THIS FIRST SUPPLEMENTAL TRUST AGREEMENT, dated as of September 11, 1995, among Procor Limited, a corporation incorporated under the Canadian Business Corporations Act ("Company"), Union Tank Car Company, a corporation duly organized and existing under the laws of Delaware ("Union"), and The Royal Trust Company ("Trustee").

Recitals

A. Company and Union have heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated as of May 15, 1986, providing for the issue of Company's Equipment Certificates (Series P-5 CAN) in the aggregate principal amount of US\$16,767,128.

B. Company and Union desire 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 and Union hereby covenant and agree 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 and Union. 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, Union 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.

Attest:

Robert W. Webb
Robert W. Webb
Secretary

UNION TANK CAR COMPANY

By: R. C. Gluth
R. C. Gluth
Executive Vice President

Attest:

Robert W. Webb
Robert W. Webb
Secretary

PROCOR LIMITED

By: R. C. Gluth
R. C. Gluth
Vice President

Attest:

Stephanie Lutz
Its:

UTC2044A

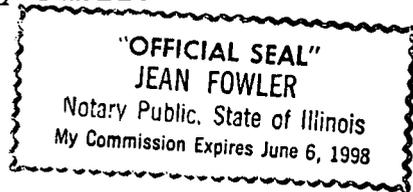
THE ROYAL TRUST COMPANY

By: Elizabeth Earle
Title: TEDFORD C. MASON
AUTHORIZED SIGNATORY
ELIZABETH EARLE
AUTHORIZED SIGNATORY

STATE OF ILLINOIS)
COUNTY OF COOK)

On September 11, 1995, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Vice President of Procor Limited, 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.

Jean Fowler
Notary Public



STATE OF ILLINOIS)
COUNTY OF COOK)

On September 11, 1995, 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 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.

Jean Fowler
Notary Public



CITY OF TORONTO)
PROVINCE OF ONTARIO)

On this 19th day of September, 1995, before me personally came Tedford Mason & Elizabeth Earle, to me known, who, being by me duly sworn, did depose and say that ~~he/she~~ they are authorized signatories of The Royal Trust Company, one of the corporations described in and which executed the foregoing instrument; that he/she 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/she signed his/her name thereto by like order.

S. Murphy
Notary Public

UNION TANK CAR COMPANY – TREASURERS DEPARTMENT
RAIL CAR SUBSTITUTIONS (SCHEDULE A)
DESCRIPTION OF EQUIPMENT FOR SUBSTITUTION

CERTIFICATE TRUST SERIES: P-5

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL./CUFT.)</u>	<u>ROAD NUMBERS</u>
9	C214	5,820 CUFT.	UNPX 123336-UNPX 123344
<hr/>			
9 TOTAL			

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
WRECKED/RETIRED CARS - SCHEDULE B
SERIES P-5

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
9	C711	2,900	UNPX 120580-UNPX 120585 UNPX 120587-UNPX 120589
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9	TOTAL		