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May 5, 1993

RECORDATION NO. 17387 FILED 1425 3-125 A024

MAY 5 1993 3:10 PM

INTERSTATE COMMERCE COMMISSION

Mr. Sydney L. Strickland
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20432

Attn: Mrs. Mildred Lee

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one original executed copy and two photostatic copies of the following document:

First Amendment to Equipment Trust Agreement, dated as of April 27, 1993, among Procor Limited, as "Company," Union Tank Car Company, as "Union," and The Royal Trust Company, as "Trustee," amending that certain Equipment Trust Agreement, dated as of June 1, 1991 among Company, Union, and Trustee.

A description of the railroad equipment covered by the enclosed document is set forth in Schedule I to the Equipment Trust Agreement ("Exhibit B").

These documents are to be filed in Recordation No. 17387. The enclosed First Amendment to Equipment Trust Agreement amends the Trust Agreement dated June 1, 1991.

J. Wilson
A. Dunst

HOGAN & HARTSON

Mr. Sydney L. Strickland

May 5, 1993

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The names and addresses of the aforementioned parties to the enclosed documents are:

Union Tank Car Company
39 South LaSalle Street
Chicago, Illinois 60603

Procor Limited
2001 Speers Road
Oakville, Ontario L6J 5E1,
CANADA

The Royal Trust Company
74 Victoria Street
Toronto, Ontario M5C 2A5
CANADA

Enclosed is a check in the amount of \$16.00 payable to the order of the Interstate Commerce Commission, covering the required recordation fee. Kindly return two stamped photostatic copies of the enclosed document, as well as a stamped photostatic copy of this letter by return messenger.

Please feel free to contact me with any questions that you may have concerning the above.

Sincerely,



Jennifer M. Halliday
Legal Assistant

Enclosures

cc: Patrick J. Allen, Esq.
Peter F. Rousselot, Esq.

Interstate Commerce Commission
Washington, D.C. 20423

5/5/93

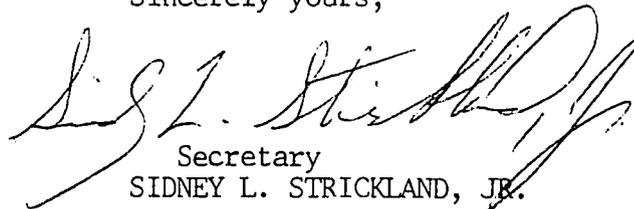
OFFICE OF THE SECRETARY

Jennifer M. Halliday
Legal Assistant
Hogan & Hartson
555 13th St N.W.
Washington, D.C. 20004

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49U.S.C. 11303,
on **5/5/93** at **3:10pm**, and assigned
recording number(s). **17387-A**

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

276

FIRST AMENDMENT TO
EQUIPMENT TRUST AGREEMENT
AMONG PROCOR LIMITED, UNION TANK CAR COMPANY,
and THE ROYAL TRUST COMPANY
(SERIES CAN-6)

MAY 5 1993 3:10 PM
INTERSTATE COMMERCE COMMISSION

This First Amendment to Equipment Trust Agreement ("First Amendment"), dated as of April 27, 1993, among Procor Limited, a corporation incorporated under the Canada Business Corporations Act ("Company"), Union Tank Car Company ("Union"), a corporation duly organized and existing under the laws of Delaware, and The Royal Trust Company ("Trustee") amends that certain Equipment Trust Agreement ("Trust Agreement"), dated as of June 1, 1991, among Company, Union, and Trustee.

Recitals

A. Company, Union, and Trustee executed the Trust Agreement providing for the issue of Company's Equipment Certificates (Series Can-6) in the aggregate principal amount of \$15,000,000. (All defined terms used herein shall have the meanings ascribed to said terms in the Trust Agreement, except as otherwise indicated herein.)

B. Attached to the Trust Agreement as Schedule I is a list of the Trust Equipment subject to the terms of the Trust Agreement.

C. Due to a clerical error, an incorrect Schedule I was attached to the original executed copy of the Trust Agreement which was filed with the Interstate Commerce Commission ("ICC") in the United States on June 13, 1991. Correct copies of Schedule I were attached to the copy of the Trust Agreement which was deposited with the Office of the Registrar General in Canada as well as to the Bill of Sale from Procor to the Trustee and other closing documents.

D. The purpose of this Amendment is to correct the clerical error in the copy of the Trust Agreement which was filed with the ICC by deleting the incorrect Schedule I which was attached thereto and by substituting in lieu thereof the correct Schedule I.

Agreement

Company, Union, and Trustee hereby agree as follows:

That Schedule I which was incorrectly attached to the original executed copy of the Trust Agreement which was filed with the ICC on June 13, 1991 (a copy of such incorrect Schedule I is attached as Exhibit A hereto) is hereby deleted

from the Trust Agreement and the correct Schedule I which should have been attached to the Trust Agreement (a copy of which is attached as Exhibit B hereto) is hereby inserted in lieu thereof as if such correct Schedule I (attached hereto as Exhibit B) had been a part of and filed with the Trust Agreement when such Trust Agreement was originally filed with the ICC on June 13, 1991.

Except as amended herein, the Trust Agreement shall remain in full force and effect. Company, Union and Trustee have caused this First Amendment to Equipment 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:

Its:

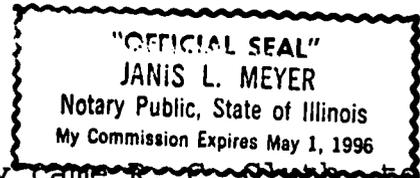
THE ROYAL TRUST COMPANY

By: M. Allan
Title: MARY ALLAN
AUTHORIZED SIGNATORY
M. Allan

STATE OF ILLINOIS)
COUNTY OF COOK)

On April 27, 1993, 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.

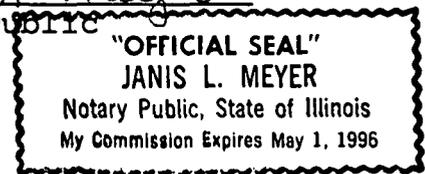
Janis L. Meyer
Notary Public



STATE OF ILLINOIS)
COUNTY OF COOK)

On April 27, 1993, 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.

Janis L. Meyer
Notary Public



CITY OF TORONTO)
PROVINCE OF ONTARIO)

On this 4th day of May, 1993, before me personally came Rubica Benjamin, to me known, who, being by me duly sworn, did depose and say that ~~he~~ ^{she} is ~~an authorized signatory~~ 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.

Leah Moran
Notary Public

in and for the Province of Ontario

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESIG. CODE</u>	<u>CAPACITY IN GALLONS</u>	<u>ROAD NUMBERS</u>
49	C214	5,820	UNPX123600-UNPX123625,UNPX123629-UNPX123651
7	C711	1,670	UNPX121397,UNPX121690-UNPX121695
2	T054	13,400	PROX15000-PROX15001
13	T054	13,410	PROX15076-PROX15088
6	T075	20,000	PROX42109-PROX42114
19	T104	16,000	PROX64064-PROX64077,PROX64079-PROX64083
44	T104	16,075	PROX64100-PROX64143
17	T104	17,248	PROX76050-PROX76066
59	T106	23,000	PROX74060-PROX74085,PROX74087-PROX74094, PROX74135-PROX74159
30	T107	25,000	PROX24036,PROX24039-PROX24066,PROX70602
35	T108	30,000	PROX41475-PROX41494,PROX41535-PROX41549
<hr/>			
281	TOTAL		

T-53

Exhibit A

[P910218]
SCHEDULE I
to
Equipment Trust
Agreement

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESIG. CODE</u>	<u>CAPACITY IN GALLONS</u>	<u>ROAD NUMBERS</u>
52	C214	5,820	UNPX123600-UNPX123651
6	C711	1,670	UNPX121393-UNPX121398
2	T054	13,400	PROX15000-PROX15001
13	T054	13,410	PROX15076-PROX15088
6	T075	20,000	PROX42109-PROX42114
20	T104	16,000	PROX64064-PROX64083
42	T104	16,095	PROX64100-PROX64141
17	T104	17,248	PROX76050-PROX76066
59	T106	23,000	PROX74060-PROX74085, PROX74087-PROX74094, PROX74135-PROX74159
30	T107	25,000	PROX24036, PROX24039-PROX24066, PROX70602
35	T108	30,000	PROX41475-PROX41494, PROX41535-PROX41549
282 TOTAL			

Exhibit B

SCHEDULE I
 to
 Equipment Trust
 Agreement