



THE MARMON GROUP, INC.

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

2-171A042

RECORDATION NO. 17388-B
FILED 1423

June 18, 1992

JUN 15 1992 12 15 PM
INTERSTATE COMMERCE COMMISSION

VIA MESSENGER

RECORDATION NO. 17388-A
FILED 1423

Interstate Commerce Commission
12th St. & Constitution Ave., N.W.
Washington, DC 20423

JUN 13 1992 12 15 PM
INTERSTATE COMMERCE COMMISSION

Attn: Ms. Mildred R. Lee
Room 2303

Re: Equipment Trust Agreement (Series P-9)
Recordation No. 17388

Dear Ms. Lee:

Enclosed are the original and two certified copies of the First Supplemental Equipment Trust Agreement dated as of June 11, 1992, between Union Tank Car Company and The First National Bank of Chicago, 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 \$32 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to the messenger.

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

Thank you.

Sincerely,

Jean Fowler
Jean Fowler
Legal Assistant

/jff
Enclosures

JUN 19 2 33 PM '92

(1) Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

6/19/92

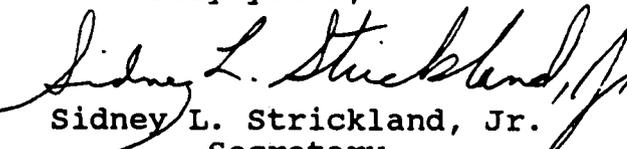
OFFICE OF THE SECRETARY

Jean Fowler
Legal Assistant
The Marmon Group Inc
225 West Washington St.
Chicago, Illinois 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 6/19/92 at 2:45pm, and assigned recordation number(s). 17388-A & 17388-B

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

BILL OF SALE

THE FIRST NATIONAL BANK OF CHICAGO
as Trustee under Equipment Trust Agreement
Dated June 1, 1991
(Series P-9)
to
UNION TANK CAR COMPANY

KNOW ALL MEN BY THESE PRESENTS, that The First National Bank of Chicago, as Trustee under that certain Equipment Trust Agreement ("Agreement") dated as of June 1, 1991, by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and other compliance by Company with the terms of the Agreement, and particularly Section 4.07 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission.

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of June 16, 1992.

THE FIRST NATIONAL BANK OF CHICAGO

By: James Ott Palmer

(CORPORATE SEAL)

Attest:

Sharon McFath
Its

17388-B

JUN 19 1992 7:45 PM

INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)
)
COUNTY OF COOK) ss

On this 16th day of June, 1992, before me, a Notary Public in and for said State and County, personally appeared Janice Ott Rotonno and Sharon McGrath, to me personally known, who being by me duly sworn did say that they are, respectively, Assistant Vice President and Trust Officer of The First National Bank of Chicago, that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.

Somsri Helmer
Notary Public



SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT FOR SUBSTITUTION
(CARS REMOVED)
SERIES P009

Quantity	A.A.R. Mechanical Description Code	Capacity	Road Numbers
95	C214	5,800 CUFT.	UTCX 59334-59335, 59337-59339, 59341-59344, 59349-59360, 59363, 59366, 59368-59369, 59371-59377, 59381-59382, 59387-59388, 59390-59393, 59395-59397, 59399-59400, 59404, 59406, 59408, 59411, 59413-59416, 59419, 59421-59422, 59424-59433, 59435, 59438-59445, 59447, 59449-59454, 59456, 59460-59466, 59468-59470, 59472, 59474
8	T103	10,000 GAL.	UTLX 630099-630104, 630106, 630108
42	T105	20,000 GAL.	UTLX 642650-642663, 642689-642713, 650644-650645, 650648
28	T106	23,000 GAL.	UTLX 642531-642532, 642534, 642664-642688
76	T107	25,270 GAL.	UTLX 642569, 642572-642576, 642578, 642580-642586, 642588-642649, 643600
50	T108	30,000 GAL.	UTLX201181-201185, 201189-201191, 201193, 201196-201197, 201199, 201201-201225, 201257-201269

299 TOTAL