



THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606-3418, Tel. (312) 372-9500, Fax (312) 845-5305

RECORDATION NO 17388-C, D
DEC 21 1996

December 20, 1996

Surface Transportation Board
12th Street & Constitution Avenue, N.W.
Washington, DC 20423

Attn: Ms. Janice M. Fort
Room 2311

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

RECEIVED
SURFACE TRANSPORTATION
BOARD
DEC 23 10 42 AM '96

Dear Ms. Fort:

Enclosed are the original and two certified copies of the Second Supplemental Equipment Trust Agreement dated as of December 19, 1996, between Union Tank Car Company and The First National Bank of Chicago, as Trustee, and the original and ~~two~~ ~~three~~ 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 \$44 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

encls

UTC4066

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

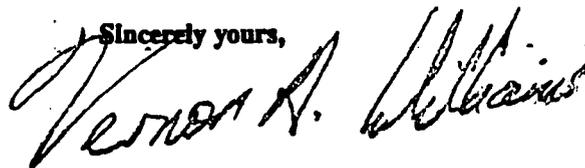
12/23/96

Jean Fowler
The Marmon Group, Inc.
225 West Washington Street
Chicago, Illinois 60606-3418

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 12/23/96 at 10:45AM, and assigned recordation number(s). #9111-Q, 9111-R, 17388-C and 17388-D.

Sincerely yours,

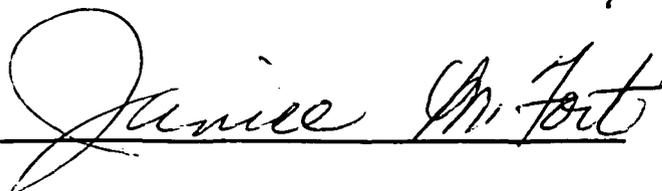


Vernon A. Williams
Secretary

Enclosure(s)

\$88.00 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



17388-C

DEC 2 1996

SECOND SUPPLEMENTAL TRUST AGREEMENT

UNION TANK CAR COMPANY (SERIES P-9)

THIS SECOND SUPPLEMENTAL TRUST AGREEMENT, dated as of December 19, 1996, by and between Union Tank Car Company ("Company"), a corporation duly organized and existing under the laws of Delaware, and The First National Bank of Chicago ("Trustee").

Recitals

A. Company has heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated as of June 1, 1991, providing for the issue of its Equipment Certificates (Series P-9) in the aggregate principal amount of \$55,000,000.

B. 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 of the Trust Equipment under the Trust 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 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. 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 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.

UNION TANK CAR COMPANY

By: *Mark J. Garrette*
Mark J. Garrette,
Vice President

Attest:

Robert W. Webb
Robert W. Webb, Secretary

THE FIRST NATIONAL BANK OF CHICAGO

By: *Janice Ott*

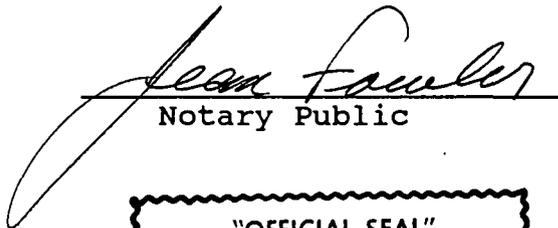
Attest:

Barbara B. Grosse
Trust Officer

UTC2044P

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 19th day of December, 1996, before me personally came Mark J. Garrette, to me known, who, being by me duly sworn, did depose and say that he is 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

My Commission Expires:



STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 20th day of December, 1996, before me personally came JANICE OTT BOTUNNO, to me known, who, being by me duly sworn, did depose and say that he/she is Assistant Vice President of The First National Bank of Chicago, 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.


Notary Public

My Commission Expires:



UTC2044P

**UNION TANK CAR COMPANY - TREASURER'S DEPARTMENT
RAILCAR SUBSTITUTIONS (SCHEDULE A)
DESCRIPTION OF EQUIPMENT FOR SUBSTITUTION**

CERTIFICATE TRUST SERIES: P009

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL./CUFT.)</u>	<u>ROAD NUMBERS</u>
2	C214	5,800	UTCX 58615, UTCX 58411
19	C214	6,270	UTCX 58264-UTCX 58275 UTCX 58277-UTCX 58283
19	T104	14,100	UTLX 300012-UTLX 300018, UTLX 300020-UTLX 300022, UTLX 300024-UTLX 300026 UTLX 300028-UTLX 300032 UTLX 300034
3	T106	23,600	UTLX 640171-UTLX 640272 UTLX 640093
<hr/> 43	TOTAL CARS		

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
WRECKED/RETIRED CARS - SCHEDULE B
SERIES P009

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
27	T107	27.000	PROX 41600-PROX41624 PROX 41626, PROX 41628
<hr/>			
27	TOTAL		

