



**Union Tank Car Company**

225 West Washington Street  
Chicago, Illinois 60606  
312/372-9500

RECORDATION NO. 17388-E, F FILED

NOV 17 '97

2-1:1PM

November 11, 1997

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

NOV 17 2 11 PM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Dear Ms. Fort:

Enclosed are the original and three certified copies of the Third Supplemental Equipment Trust Agreement dated as of November 3, 1997, between Union Tank Car Company and The First National Bank of Chicago, as Trustee, and the original and three certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

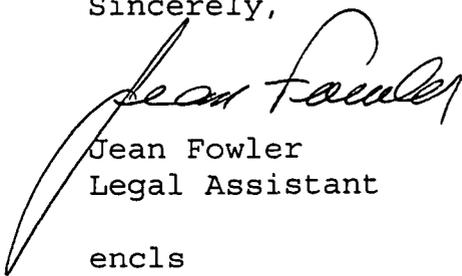
Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$48 for the filing fee.

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

encls  
UTC4066



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

OFFICE OF THE SECRETARY

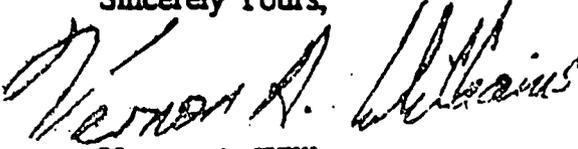
Jean Fowler  
Union Tank Car Company  
225 West Washington Street  
Chicago, Illinois 60606

DATE: 11/17/97

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3 (c), on 11/17/97 at 2:11 PM , 2:12PM , and assigned recordation number(s). 17388-E, 17388-F, 19605-Q and 19605-R.

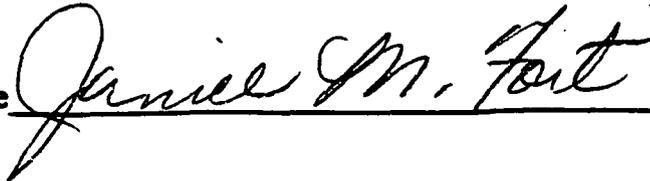
Sincerely Yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 96.00 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. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



RECORDATION NO. 17388-E FILED

NOV 17 '97 2-11PM

STATE OF ILLINOIS)  
 )  
COUNTY OF COOK )

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Third Supplemental Trust Agreement dated as of November 3, 1997, with the original document thereof and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 10th day of November, 1997.

  
Notary Public



THIRD SUPPLEMENTAL TRUST AGREEMENT NOV 17 '97 2-11 PM  
UNION TANK CAR COMPANY (SERIES P-9)

THIS THIRD SUPPLEMENTAL TRUST AGREEMENT, dated as of November 3, 1997, 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:   
R. C. Gluth,  
Executive Vice President

Attest:

  
Robert W. Webb, Secretary

THE FIRST NATIONAL BANK OF CHICAGO

By:   
Title: Vice President

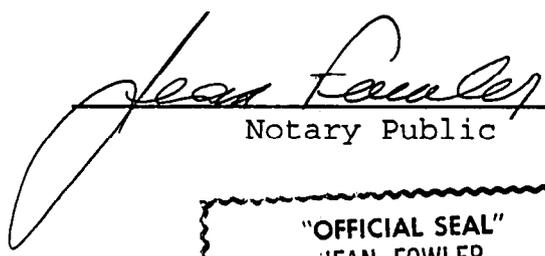
Attest:

  
Trust Officer

UTC2044P

STATE OF ILLINOIS )  
 ) ss  
COUNTY OF COOK )

On this 10 day of November, 1997, 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.

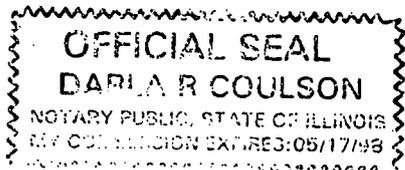
  
\_\_\_\_\_  
Notary Public



STATE OF ILLINOIS )  
 ) ss  
COUNTY OF COOK )

On this 10<sup>th</sup> day of November, 1997, before me personally came ~~JANICE OTT POTUNNO~~, to me known, who, being by me duly sworn, did depose and say that he/she is 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



10/28/97

UNION TANK CAR COMPANY – TREASURERS DEPARTMENT  
DESCRIPTION OF EQUIPMENT TRUST  
SCHEDULE A

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>
1	C214	5,800 CUFT.	UTCX 58674
8	T055	20,700 GAL.	UTLX 130000–130007
13	T565	20,100 GAL.	UTLX 900012, UTLX 900020–900023, UTLX 900026–900027, UTLX 900029– 900031, UTLX 900035–900036, UTLX 900065
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22	TOTAL		

10/28/97

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

CERTIFICATE TRUST SERIES: P009

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
8	T524	12,000 GAL.	UTLX 900178-900185
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8	TOTAL		