

HOGAN & HARTSON

L.L.P.

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WASHINGTON DC 20004-1109
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RECORDATION NO. 16637A FILED 1425

MAR 22 1994 -2 05 PM

INTERSTATE COMMERCE COMMISSION

Writer's Direct Dial
202/637-6418

March 22, 1994

0100150043

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 Supplemental Equipment Trust Agreement, dated as of March 3, 1994, between Procor Limited, Union Tank Car and The Royal Trust Company, as "Trustee."

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

Procor Limited
2001 Spears Road
Oakville, Ontario L6J 5E1
Canada

Union Tank Car Company
111 West Jackson Boulevard
Chicago, Illinois 60604

LICENSING BRANCH

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Edw. A. L. ... (H+H LLC)

(C) ...

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Mr. Sydney L. Strickland

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Page 2

The Royal Trust Company
c/o The R-M Trust Company
P.O. Box 7010
Adelaide Street Postal Station
Toronto, Canada M5G 1E6
Canada

Enclosed is a check in the amount of \$18.00 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

3/22/94

OFFICE OF THE SECRETARY

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

Dear Ms. Halliday:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 3/22/94 at 2:05pm, and assigned
recordation number(s). 16637-A

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

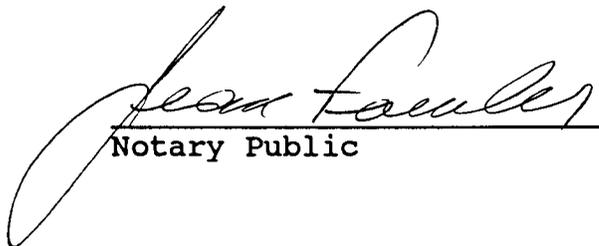
STATE OF ILLINOIS)
COUNTY OF COOK)

RECORDATION NO. 16637-A FILED 1425
MAR 22 1994 -2 05 PM
INTERSTATE COMMERCE COMMISSION

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 First Supplemental Trust Agreement dated as of March 3, 1994, 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 21st day of March, 1994.


Notary Public

"OFFICIAL SEAL"
JEAN FOWLER
Notary Public, State of Illinois
My Commission Expires June 6, 1994

FIRST SUPPLEMENTAL TRUST AGREEMENT

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

(SERIES CAN-5)

RECORDATION NO. 16637-A
FILED 1425
MAR 22 1994 -2 05 AM
INTERSTATE COMMERCE COMMISSION

THIS FIRST SUPPLEMENTAL TRUST AGREEMENT, dated as of March 3, 1994, among Procor Limited, a corporation incorporated under the Canadian 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").

Recitals

A. Company and Union have heretofore executed and delivered to Trustee an Equipment Trust Agreement ("Trust Agreement") dated as of December 1, 1989, providing for the issue of Company's Equipment Certificates (Series CAN-5) in the aggregate principal amount of \$16,730,000 U.S.

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. Subjection of Equipment to Trust Agreement. The Equipment described in Schedule A hereto is hereby made subject to the Trust Agreement.

2. 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
Secretary

UNION TANK CAR COMPANY

By: 

R. C. Gluth
Executive Vice President

Attest:



Robert W. Webb
Secretary

PROCOR LIMITED

By: 

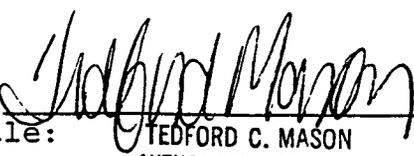
R. C. Gluth
Vice President

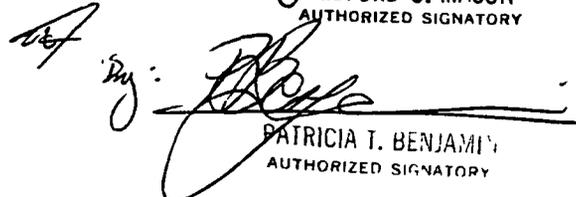
Attest:


Its:

UTCCAN5

THE ROYAL TRUST COMPANY

By: 
Title: TEDFORD C. MASON
AUTHORIZED SIGNATORY


PATRICIA T. BENJAMIN
AUTHORIZED SIGNATORY

SCHEDULE A

<u>QUANTITY</u>	<u>A A R MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
1	T104	29,200	PROX 64143
6	T106	23,500	PROX 74310, PROX 74317-18, PROX 74320-21, PROX 74335
<u>3</u>	T108	29,200	PROX 41570-71, PROX 41565
10	TOTAL		

SCHEDULE B

<u>QUANTITY</u>	<u>A A.R MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
<u>15</u>	T108	30,000	UTLX 201295-201309
15	TOTAL		