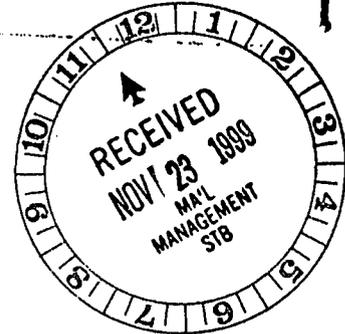




17388-IJ
RECORDATION NO. 17388-1, J
DEC 15 '99 3:11 PM

THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606-3418
Telephone (312) 372-9500 Fax (312) 845-5305 www.marmon.com



November 16, 1999

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

Dear Ms. Fort:

Enclosed are the original and two certified copies of each of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the U. S. Code.

These secondary documents, dated as of July 31, 1999, are:

Fifth Supplemental Equipment Trust Agreement between Union Tank Car Company and The First National Bank of Chicago, as Trustee, and

Bill of Sale from the Trustee to Union Tank Car Company.

The primary document to which these are connected is recorded under Recordation No. 17388.

The names and addresses of the parties to the documents are as follows:

Trustee: The First National Bank of Chicago
One First National Plaza, Suite 0126
Chicago, Illinois 60670-0126

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

The Equipment involved in this transaction is:

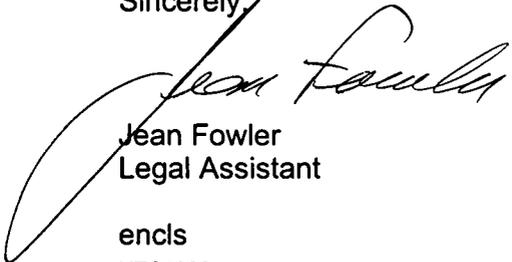
railroad tank cars as more fully described in Schedules A and B to this letter.

Please file both of these documents as supplements to the filing referred to above and return the certified copies of each of the documents, stamped to show the filing, to me. Enclosed is our check in the amount of \$52 for the filing fee.

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

Thank you.

Sincerely,



Jean Fowler
Legal Assistant

encls
UTC4066

RECORDATION NO. 17388-I FILED

DEC 15 '99

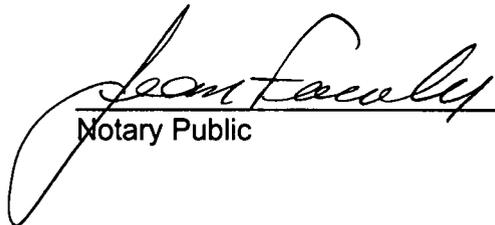
3-11 PM

STATE OF ILLINOIS)
)
COUNTY OF COOK)

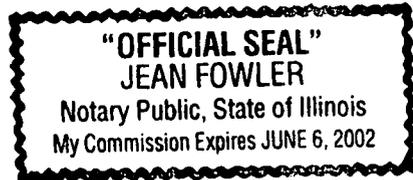
CERTIFICATE

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 Fifth Supplemental Trust Agreement dated as of July 31, 1999, 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 16th day of November, 1999.



Notary Public



FIFTH SUPPLEMENTAL TRUST AGREEMENT

UNION TANK CAR COMPANY (SERIES P-9)

THIS FIFTH SUPPLEMENTAL TRUST AGREEMENT, dated as of July 31, 1999, 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.

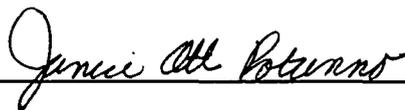
UNION TANK CAR COMPANY

By: 
R. C. Gluth,
Executive Vice President

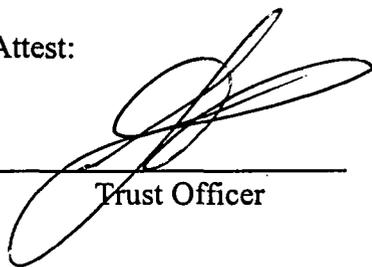
Attest:


Robert W. Webb, Secretary

THE FIRST NATIONAL BANK OF CHICAGO

By: 
Title: JANICE OTT ROTUNNO
VICE PRESIDENT

Attest:

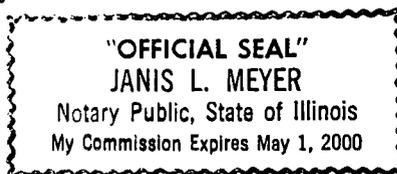

Trust Officer

UTC2044P

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this 8th day of November, 1999, 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



STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this 11th day of November, 1999, before me personally came Janice Ott Rotundo 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.

Diane Mary Wertz
Notary Public



UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
DESCRIPTION OF EQUIPMENT FOR SUBSTITUTION - SCHEDULE A
SERIES P009 (P-9)

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>
55	C214	5,800 CU. FT.	UTCX 58252-58263, 58284-58286, 58288- 58292, 58295, 58297-58301, 58309-58310, 58313-58318, 58320-58322, 58324-58333, 58336-58342, 58370, 58378
<u>55</u>	TOTAL		

7/30/99

UNION TANK CAR COMPANY - TREASURER'S 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>
2	C214	5,810 CU. FT.	UNPX 123822, 123824
1	T106	23,600 GAL.	UTLX 640272
27	T107	27,300 GAL.	PROX 41600, 41601, 41602, 41603, 41604, 41605, 41606, 41607, 41608, 41609, 41610, 41611, 41612, 41613, 41614, 41615, 41616, 41617, 41618, 41619, 41620, 41621, 41622, 41623, 41624, 41626, 41628,
2	T107	26,000 GAL.	UTLX 642550, 642563
1	T907	26,000 GAL.	UTLX 900761
8	T954	12,000 GAL.	UTLX 900178, 900179, 900180 900181, 900182, 900183, 900184, 900185
<hr/> 41	TOTAL		