Union Tank Car Company

RECORDATION NO. 6168-N Filed 1425

OCT 25 1979 - 9 50 AM

INTERSTATE COMMERCE COMMISSION

90 Half Day Road
Lincolnshire, Illinois 60015

Direct Tel. No.:

Law Department

A Subsidiary of
Trans Union Corporation

No. S-2[illegible]A011

Date OCT 25 1979

Fee $ 20.00

ICC Washington, D. C.

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INTERSTATE COMMERCE COMMISSION

October 11, 1979

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Dear Sir:

We transmit to you herewith by registered mail for recordation, pursuant to Section 20c of the Interstate Commerce Act, an original and two certified counterparts of the Eighth Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated October 1, 1979, by and between Union Tank Car Company, 90 Half Day Road, Lincolnshire, Illinois 60015 (the "Company") and Bankers Trust Company, One Bankers Trust Plaza, New York, New York 10005 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of May 1, 1971, between the Company and the Bank. The Supplemental Agreement evidences the substitution under the said Equipment Trust Agreement of 22 railroad cars, identified with the initials RTCX, and more fully described in Schedule A attached hereto.

Also enclosed for recordation is an original and two certified counterparts of a Bill of Sale to the Company from the Bank, which Bill of Sale relates to the 28 railroad cars in respect of which the aforesaid substitution was made. The railroad cars covered by the said Bill of Sale are fully described in Schedule B attached hereto. The Bill of Sale releases the Equipment described in Schedule B from the encumbrance created by the Equipment Trust Agreement.

The Supplemental Agreement and the said Bill of Sale should be recorded as supplements to the Equipment Trust Agreement dated as of May 1, 1971, which was recorded with your office on May 28, 1971, and assigned recordation number 6168. We enclose herewith our check in the amount of $20 payable to the Interstate Commerce Commission to cover the recordation fees.

Please return the original copy of the Supplemental Agreement and the Bill of Sale to the undersigned.

Very truly yours,

UNION TANK CAR COMPANY

By A B Hillman

Encls.

SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT

Quantity	A.A.R. Mechanical Designation Code	Capacity in Gallons	Road Numbers
1	LO	3800CUFT	CN 374136
2	GONDOLA	100TON	UNPX 100117,100198
1	TM	20000	UTLX 59373
4	TMI	20000	UTLX 74738,74916,74918 UTLX 77881
19	TP	26000	UTLX 38589-38590,38592 UTLX 38593-38597,38604 UTLX 38607,38610-38611 UTLX 38613,38618-38621 UTLX 38842,38846
1	TP	33800	UTLX 38002
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INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)
) SS
COUNTY OF LAKE)

C E R T I F I C A T E

The undersigned, Juda M. Reuter, a Notary Public in and for said County, states that she compared the attached copy of the Bill of Sale dated the 10th day of October, 1979, from Bankers Trust Company to Union Tank Car Company with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 11th day of October, 1979.

Juda M. Reuter
Notary Public

BILL OF SALE

Bankers Trust Company

as Trustee under Equipment Trust Agreement

Dated as of May 1, 1971 (Series 7)

To

Union Tank Car Company

KNOW ALL MEN BY THESE PRESENTS, that Bankers Trust Company (the "Bank"), as Trustee under that certain Equipment Trust Agreement dated as of May 1, 1971 (the "Agreement"), by and between the Bank, as Trustee, and Union Tank Car Company (the "Company"), in consideration of the conveyance to the Bank, as Trustee, of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and of the compliance by the Company with the terms of the Agreement, and particularly Section 5.06 thereof, with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, has sold, assigned, transferred, set over and delivered, and by these presents does hereby sell, assign, transfer, set over and deliver unto the Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by the Company to the Bank, as Trustee aforesaid, pursuant to the Agreement, which units of Equipment described in Schedule B hereto annexed and by reference

incorporated herein, hereby warranting that such Equipment is free and clear from all liens and encumbrances of the Bank.

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

IN WITNESS WHEREOF, the Bank, as Trustee aforesaid, has caused this instrument to be duly executed by a proper corporate officer thereunto duly authorized, and its corporate seal to be hereunto affixed and attested, this 16 day of October, 1979.

BANKERS TRUST COMPANY

By _____

(CORPORATE SEAL)

ATTEST:

_____

Its ASSISTANT SECRETARY

STATE OF NEW YORK)
) SS.
COUNTY OF NEW YORK)

On this ___ day of October, 1979, before me, a Notary Public in and for said County, personally appeared M. K. KLUGMAN and R. J. NOBLETT to me personally known, who being by me duly sworn did say that they are respectively VICE PRESIDENT and ASSISTANT SECRETAR of Bankers Trust Company, 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 authority of its Board of Directors, and said M. K. KLUGMAN and R. J. NOBLETT acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.

Notary Public

My Commission Expires:

PHYLLIS BUCCHIERI
Notary Public, State of New York
No. 24-0474715
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1981

SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT

Quantity	A.A.R. Mechanical Designation Code	Capacity in Gallons	Road Numbers
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