



Union Tank Car Company

39 South LaSalle Street
Chicago, Illinois 60603
312/372-9500

Arthur B. Hillman
Secretary and
Assistant General Counsel

No. 5-157A062

Date JUN 6 1985

Fee \$ 20.00

ICC Washington, D. C.

RECORDATION NO. 13199-^{C-D} Form 1425

JUN 6 1985 - 3 50 PM

June 3, 1985

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Sir:

We transmit to you herewith be registered mail for recordation, pursuant to 49 U.S.C. Sec. 11303, an original and two certified counterparts of the Second Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated May 10, 1985, by and between Union Tank Car Company, 39 South LaSalle Street, Chicago, Illinois 60603 (the "Company") and Security Pacific National Bank, 333 South Hope Street, Los Angeles, California 90071 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of July 15, 1981, between the Company and the Bank. The Supplemental Agreement evidences the substitution under said Equipment Trust Agreement of 17 railroad cars, identified with the initials UTLX, 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 24 railroad cars in respect of which the aforesaid substitution was made. The railroad cars covered by the Bill of Sale are more fully described in Schedule B attached hereto. The Bill of Sale releases the Equipment from the encumbrance created by the Equipment Trust Agreement.

The Supplemental Agreement and the Bill of Sale should be recorded as supplements to the Equipment Trust Agreement dated as of July 15, 1981, which was recorded with your office on July 22, 1981, and assigned recordation number 13199. We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.

ICC OFFICE OF
THE SECRETARY
JUN 6 3 49 PM '85
MOTOR OPERATING UNIT



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June 3, 1985

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

Very truly yours,

A handwritten signature in cursive script, appearing to read "B. Hillman".

ABH/tg

Enclosure

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

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INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Therese Grimm, a Notary Public in and for said County, states that she compared the attached copy of the Bill of Sale dated the 16th day of May, 1985, from Security Pacific National Bank 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 3rd day of June, 1985.

Therese Grimm
Notary Public

MY COMMISSION EXPIRES 7/23/88

BILL OF SALE

Security Pacific National Bank

as Trustee under Equipment Trust Agreement

Dated as of July 15, 1981 (Series 19)

to

Union Tank Car Company

KNOW ALL MEN BY THESE PRESENTS, that Security Pacific National Bank (the "Bank"), as Trustee under that certain Equipment Trust Agreement dated as of July 15, 1981 (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 are fully 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.

This Bill of Sale releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission on July 22, 1981, and assigned recordation number 13199.

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 16th day of May, 1985.

SECURITY PACIFIC NATIONAL BANK

By _____



(CORPORATE SEAL)

ATTEST:



Its ASSISTANT SECRETARY

STATE OF CALIFORNIA)
) SS
COUNTY OF LOS ANGELES)

On this ____ day of May, 1985, before me, a Notary Public in and for said County, personally appeared PAULA OSWALD _____ and _____ to me personally known, who being by me duly sworn did say that they are respectively Assistant Vice President and _____ of Security Pacific National Bank, 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 the Board of Directors, and said _____ and _____ acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.

Notary Public

My Commission Expires:

SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST
FOR SUBSTITUTION

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
2	COVE	4,650	UNPX120327,UNPX120343
3	LOC	4,750	UTCX43907,UTCX45081,220069
1	TA	14,000	13949
1	TL	20,000	11060
2	TM	13,500	60897,60912
3	TM	14,000	24930-24931,24941
1	TM	16,000	66351
1	TM	17,600	85688
3	TM	20,000	67851,67861,68000
1	TM	23,500	67457
1	TM	30,000	48502
2	TMI	13,350	69552,69568
3	TP	25,000	92469,92573,92637

24 TOTAL