



Union Tank Car Company

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

Arthur B. Hillman
Secretary and
Assistant General Counsel

RECORDATION NO. 9911-F Filed 1425

JAN 18 1984 - 3 00 PM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Sir:

We transmit to you herewith by registered mail for recordation, pursuant to 49 U.S.C. Sec. 11303, an original and two certified counterparts of the Third Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated October 20, 1983, by and between Union Tank Car Company, 39 South LaSalle Street, Chicago, Illinois 60603 (the "Company") and The Northern Trust Company, 50 South LaSalle Street, Chicago, Illinois 60675 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of December 1, 1978, between the Company and the Bank. The Supplemental Agreement evidences the substitution under said Equipment Trust Agreement of 10 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 19 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 December 1, 1978, which was recorded with your office on December 15, 1978, and assigned recordation number 9911. We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.

4-0184059

No.

JAN 17 1984

Date

Fee \$ 20.00

ICC Washington, D. C.

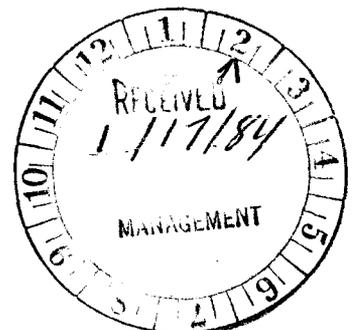
January 10, 1984

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INTERSTATE COMMERCE COMMISSION

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January 10, 1984
Secretary

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

Very truly yours,

A B Hellman

BILL OF SALE

The Northern Trust Company

as Trustee under Equipment Trust Agreement

Dated as of December 1, 1978 (Series P-2)

to

Union Tank Car Company

KNOW ALL MEN BY THESE PRESENTS, that The Northern Trust Company (the "Bank"), as Trustee under that certain Equipment Trust Agreement dated as of December 1, 1978 (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 December 15, 1978, and assigned recordation number 9911.

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 31st day of October, 1983.

THE NORTHERN TRUST COMPANY

By _____



(CORPORATE SEAL)

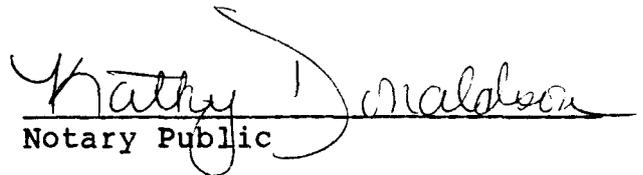
ATTEST:

Its

ASSISTANT SECRETARY

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 31st day of October, 1983, before me, a Notary Public in and for said County, personally appeared _____
N. T. ROSSON and D. S. MICHALAK to me personally known, who being by me duly sworn did say that they are respectively VICE PRESIDENT and ASSISTANT SECRETARY of The Northern 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 the Board of Directors, and said N. T. ROSSON _____ and D. S. MICHALAK _____ acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.


Notary Public

My Commission Expires:
My Commission Expires October 13, 1986

SCHEDULE B
DESCRIPTION OF TRUST EQUIPMENT

<u>Road Number</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Capacity</u>
UNPX 121728	Covered Hopper	3,000 Cuft.
UNPX 121757	Covered Hopper	3,000 Cuft.
UNPX 122090	Covered Hopper	5,820 Cuft.
UTCX 45289	LO	4,750 Cuft.
UTCX 45299	LO	4,750 Cuft.
UTLX 11800	TP	13,500 Gal.
UTLX 11883	TA	13,500 Gal.
UTLX 11889	TA	13,500 Gal.
UTLX 11911	TA	13,500 Gal.
UTLX 11997	TA	13,500 Gal.
UTLX 68902	TM	23,517 Gal.
UTLX 70405	TM	23,500 Gal.
UTLX 70495	TM	23,500 Gal.
UTLX 70973	TM	14,500 Gal.
UTLX 70986	TM	23,500 Gal.
UTLX 71641	TM	17,000 Gal.
UTLX 89002	TPI	25,100 Gal.
UTLX 89139	TPI	25,100 Gal.
WCTR 101852	Box Car	70 Tons

Number of Cars: 19