



Union Tank Car Company

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

Arthur B. Hillman
Secretary and
Assistant General Counsel

5-311A092

No.
Date NOV 07 1985
Fee \$ 20.00

ICC Washington, D.C.

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 Eighth Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated October 4, 1985, by and between Union Tank Car Company, 39 South LaSalle Street, Chicago, Illinois 60603 (the "Company") and National City Bank, 623 Euclid Avenue, Cleveland, Ohio 44114 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of January 15, 1974, between the Company and the Bank. The Supplemental Agreement evidences the substitution under said Equipment Trust Agreement of 9 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 23 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 January 15, 1974, which was recorded with your office on January 14, 1974, and assigned recordation number 7299. 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

NOV 7 3 27 PM '85

MOTOR OPERATING UNIT

RECORDATION NO. 7299-9M Filed 1425

NOV 7 1985 -3 25 PM

INTERSTATE COMMERCE COMMISSION
November 4, 1985

RECORDATION NO. 7299-N Filed 1425

NOV 7 1985 -3 25 PM

INTERSTATE COMMERCE COMMISSION



Page -2-
November 4, 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)

REGISTRATION NO. 7299N Filed 1423
NOV 7 1985 - 3 25 PM
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 22nd day of October, 1985, from National City 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 4th day of November, 1985.

Therese Grimm
Notary Public

MY COMMISSION EXPIRES 7/23/88

BILL OF SALE

National City Bank

as Trustee under Equipment Trust Agreement

Dated as of January 15, 1974 (Series 10)

to

Union Tank Car Company

KNOW ALL MEN BY THESE PRESENTS, that National City Bank (the "Bank"), as Trustee under that certain Equipment Trust Agreement dated as of January 15, 1974 (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 January 14, 1974, and assigned recordation number 7299.

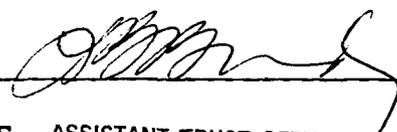
IN WITNESS WHEREOF, the Bank, as Trustee aforesaid, has caused this instrument to be duly executed by a proper corporate officer thereunto duly authorized, and its corporate seal to be hereunto affixed and attested, this 20th day of October, 1985.

NATIONAL CITY BANK

By  _____
ASSISTANT TRUST OFFICER

(CORPORATE SEAL)

ATTEST:

 _____
Its ASSISTANT TRUST OFFICER

STATE OF OHIO)
) SS
COUNTY OF CUYAHOGA)

On this ____ day of October, 1985, before me, a Notary Public in and for said County, personally appeared _____ RICHARD J. REILAND and TICA R. DRAVY to me personally known, who being by me duly sworn did say that they are respectively ASSISTANT TRUST OFFICER and ASSISTANT TRUST OFFICER of National City 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 RICHARD J. REILAND _____ and TICA R. DRAVY _____ acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.

Shirley Mansell
Notary Public SHIRLEY MANSELL
Notary Public State of Ohio
Lorain County, My Commission Expires
5-22-90

My Commission Expires:

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST
FOR SUBSTITUTION

RUN DATE: 09/
PAGE NO :

PROGRAM ACTB1027

CERTIFICATE TRUST SERIES: R010

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
1	GONT	112	UNPX101001
2	LOC	4,700	UTCX44247, UTCX44573
1	LOC	4,750	UTCX43664
6	TM	13,600	14125, 14156, 14164, 14167-14168, 14176
5	TM	20,000	RAHX400-RAHX402, 47616, 58502
1	TM	30,000	46888
1	TMI	17,000	74599 /
1	TMI	22,800	73198
4	TMI	23,000	75738, 75817, 76660, 76819
1	TP	17,000	28273
23	TOTAL		