



Union Tank Car Company

4-165A125

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

Arthur B. Hillman
Secretary and
Assistant General Counsel

RECORDATION NO. 5781-R Filed 1425

JUN 13 1984 - 3 28 PM

INTERSTATE COMMERCE COMMISSION

Handwritten initials

RECEIVED

JUN 13 3 38 PM 1984

FEE OPERATION BR
I.C.C.

June 7, 1984

RECORDATION NO. 5781-R Filed 1425

JUN 13 1984 - 3 28 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 Eleventh Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated May 18, 1984, by and between Union Tank Car Company, 39 South LaSalle Street, Chicago, Illinois 60603 (the "Company") and United States Trust Company of New York, 45 Wall Street, New York, New York 10005 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of July 1, 1970, 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 188 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 1, 1970, which was recorded with your office on July 15, 1970, and assigned recordation number 5781. We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.

Page -2-
June 7, 1984

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 "A. B. Hillman".

ABH/tg

Enclosure

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

RECORDATION NO. 5781-R
FILED 1425

JUN 13 1984 3 32 PM

INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned Carol D'Ascenzo, a Notary Public in and for said County, states that she compared the attached copy of the Bill of Sale dated the 30th day of May, 1984, from United States Trust Company of New York 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 7th day of June, 1984.

Carol D'Ascenzo
Notary Public

Interstate Commerce Commission
Washington, D.C. 20423

6/14/84

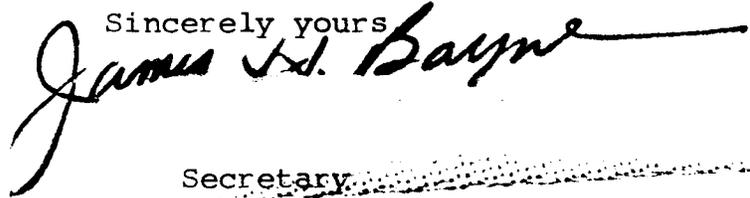
OFFICE OF THE SECRETARY

Arthur B. Hillman
Union Tank Car Co.
39 South LaSalle Street
Chicago, Illinois 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/13/84 at 3:45pm and assigned re-
recording number(s). 5781-R & 5781-S 6168-P & 6168-Q

Sincerely yours

A handwritten signature in cursive script that reads "James H. Bayne". The signature is written in black ink and extends across the right side of the page.

Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 5781-R

JUN 13 1984 3 02 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

United States Trust Company of New York
as Trustee under Equipment Trust Agreement

Dated as of July 1, 1970 (Series 6)

to

Union Tank Car Company

KNOW ALL MEN BY THESE PRESENTS, that United States Trust Company of New York (the "Bank"), as Trustee under that certain Equipment Trust Agreement dated as of July 1, 1970 (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 15, 1970, and assigned recordation number 5781.

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 30 day of May, 1984.

UNITED STATES TRUST COMPANY
OF NEW YORK,
as Trustee

By *Stephen J. Cole*

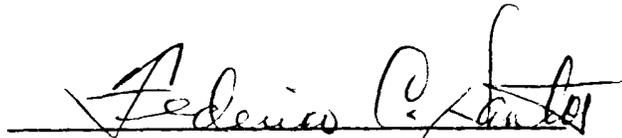
(CORPORATE SEAL)

ATTEST:

Gilman
Its

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

On this 30 day of May, 1984, before me, a Notary Public in and for said County, personally appeared STEPHEN J. KABA and GERARD F. GANEY to me personally known, who being by me duly sworn did say that they are respectively ASSISTANT VICE PRESIDENT and Asst Secy of United States Trust Company of New York, 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 STEPHEN J. KABA and GERARD F. GANEY acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.



Notary Public

FEDERICO C. SANTOS
Notary Public, State of New York
No. 41-4691650
Qualified in Queens County
Commission Expires March 30, 1985

My Commission Expires:

SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT

| <u>Quantity</u> | <u>A.A.R. Mechanical Description Code</u> | <u>Capacity in Gallons</u> | <u>Road Numbers</u> |
|-----------------|---|------------------------------------|--|
| 188 | TMI | 13,300 | UTLX 75933-75936, 76250-76252, 76254, 76257, 76260-76262, 76264-76267, 76269, 76270, 76310, 76500-76502, 76505-76510, 76512, 76514-76516, 76518-76520, 76522, 76523, 76525, 76526, 76528-76530, 76532-76535, 76538, 76541, 76544-76546, 76549, 76550-76555, 76561, 76563, 76564, 76566, 76567, 76569-76573, 76575, 76577-76585, 76587, 76589, 76590, 76592-76594, 76596-76599, 76602, 76604, 76605, 76607-76609, 76611-76613, 76615 - 76623, 76625, 76626, 76628-76632, 76636-76640, 76642-76646, 76648, 76650, 76651, 76653-76655, 76657, 76658, 76661-76667, 76669-76672, 76674, 76676-76678, 76680-76688, 76690-76693, 76695, 76698, 76699, 76701, 76703-76707, 76709-76711, 76713-76725, 76727, 76730-76732 |
| <u>188</u> | Total | | |

SCHEDULE A

DESCRIPTION OF TRUST EQUIPMENT

| <u>Quantity</u> | <u>A.A.R. Mechanical Description Code</u> | <u>Capacity in Gallons</u> | <u>Road Numbers</u> |
|-----------------|---|------------------------------------|---|
| 15 | TM | 14,000 | UTLX 15985-15996, 24614 24616, 24617 |
| 2 | TP | 20,000 | UTLX 27579, 27581 |
| <u>17</u> Total | | | |