

NEAL GERBER EISENBERG & LURIE

208 SOUTH LA SALLE STREET  
CHICAGO, ILLINOIS 60604  
(312) 269-8000

EARL N. MELAMED  
(312) 269-8012

REGISTRATION NO. 5781 ✓  
Filed 1478

APR 13 1988 8 45 AM

TELECOPIER  
(312) 269-1747

INTERSTATE COMMERCE COMMISSION

April 4, 1988

Date 4/13/88  
Fee \$ 13.00

CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

REGISTRATION NO. 5781 W  
Filed 1478 Washington, D.C.

Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

APR 13 1988 8 45 AM

INTERSTATE COMMERCE COMMISSION

Dear Sir:

We transmit to you herewith by certified mail for recordation, pursuant to 49 U.S.C. Sec. 11303, an original and two certified counterparts of the Thirteenth Supplemental Trust Agreement (the "Supplemental Agreement"), 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 dated as of July 1, 1970 between the Company and the Bank. The Supplemental Agreement evidences the substitution under said Equipment Trust of railroad cars, 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 railroad cars in respect of which the aforesaid substitution was made. The Equipment covered by the Bill of Sale is more fully described in Schedule B attached hereto. The Bill of Sale releases the Equipment from the encumbrance created by the Equipment Trust.

The Supplemental Agreement and the Bill of Sale should be recorded as supplements to the Equipment Trust dated as of July 1, 1970, which was recorded with your office and assigned recordation number 5781. We enclose herewith our check in the amount of \$20.00 payable to the Interstate Commerce Commission to cover the recordation fees.

NEAL GERBER EISENBERG & LURIE

Secretary - Interstate Commerce Commission  
April 4, 1988  
Page 2

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 "Earl N. Melamed".

Earl N. Melamed

ENM:kn

Enclosures

PROGRAM ACTB1027

CERTIFICATE TRUST SERIES: R006

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST  
FOR SUBSTITUTION - WRECKED/RETIRED CARS

RUN DATE: 02/19/88  
PAGE NO : 1

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
1	LDC	3,800	CP 381819
1	RACK	0	CP 550413
1	TM	20,500	59479
1	TN	21,000	RTCX27135
1	TMI	10,200	74872
2	TMI	13,400	77900, 77910
6	TMI	13,600	76302, 76305, 76316, 76364, 76415, 76827
3	TMI	15,400	77836-77837, 77840
3	TMI	15,500	73496, 73498-73499
1	TMI	15,800	77834
1	TMI	20,000	77642
1	TMI	20,500	25668
10	TP	33,800	38437, 38446, 38467, 38569, 38695, 38856, 38865, 38883, 38916, 90938
1	TPI	21,000	89167
<b>33 TOTAL</b>			

RECORDATION NO. 5781-111 F.M. 1425

BILL OF SALE

APR 10 1988 - 8 45 AM

INTERSTATE COMMERCE COMMISSION

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 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.

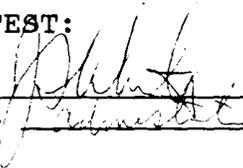
IN WITNESS WHEREOF, THE BANK, as Trustee aforesaid, has caused this instrument to be duly executed by a proper corporate officer thereunto duly authorized, and its corporate seal to be hereunto affixed and attested, this 20 day of March, 1988.

NATIONAL CITY BANK

By: 

(CORPORATE SEAL)

ATTEST:

  
Its President

STATE OF OHIO )  
 ) SS  
COUNTY OF Cuyahoga )

On this 22nd day of March, 1988, before me, a Notary Public in and for said County, personally appeared HENRY N. PATTISON and JOHN C. WHITE to me personally known, who being by me duly sworn did say that they are respectively ADMINISTRATOR and ADMINISTRATOR 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 prior authority and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.

Shirley M. Marshall  
Notary Public

My Commission Expires:

\_\_\_\_\_

NOTARY PUBLIC  
My Commission Expires  
1991

PROGRAM ACTB1027

CERTIFICATE TRUST SERIES: R010

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
SCHEDULE 8 - DESCRIPTION OF EQUIPMENT TRUST  
FOR SUBSTITUTION - TERMINATED CARS

RUN DATE: 07/31/87  
PAGE NO : 1

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
1	LDC	4,700	UTCX44146
3	LDC	4,750	PPU 43656,PPU 43661,PPU 43663
1	TM	13,600	14159
6	TM	20,000	100,47575,47596,47614,47624,58494
1	TM	21,000	RTCX21009
2	TM	22,000	46896,46898
1	TM	23,500	74184
1	TMI	17,000	76099
1	TMI	20,000	76247
1	TMI	23,000	75403
1	TMI	23,500	75976
1	TP	17,000	28264
<hr/>			
20	TOTAL		

STATE OF ILLINOIS     )  
                                  )  
COUNTY OF C O O K    )     SS.

**CERTIFICATE**

The undersigned, Claudette M Fortman, a Notary Public in and for said County, states that she compared the attached copy of the Bill of Sale dated the 23rd day of March, 1988, from the 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 4<sup>th</sup> day of April, 1988.

Claudette M Fortman  
Notary Public