

NEAL GERBER EISENBERG & LURIE

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

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EARL N. MELAMED
(312) 269-8012

RECORDATION NO. 5781-27
MAY 31, 1989

TELECOPIER
(312) 269-1747

JUN 12 1989 -3 20 PM

CERTIFIED MAIL
INTERSTATE COMMERCE COMMISSION
RETURN RECEIPT REQUESTED

RECORDATION NO. 5781-27
FILED 1428

JUN 12 1989 -3 20 PM

Interstate Commerce Commission
Washington, D.C. 20423

INTERSTATE COMMERCE COMMISSION

Attention: Ms. Mildred Lee
Room 2303

Dear Ms. Lee:

We transmit to you herewith by certified mail for recordation, pursuant to 49 U.S.C. Section 11303, an original and two certified counterparts of the Fourteenth Supplemental Trust Agreement (the "Supplemental Agreement"), by and between Union Tank Car Company, 225 West Washington Street, Chicago, Illinois, 60606 (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 (Series 6) 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 \$26.00 payable to the Interstate Commerce Commission to cover the recordation fees.

60 JUN 12 1989

NEAL GERBER EISENBERG & LURIE

Interstate Commerce Commission
Page 2
May 31, 1989

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:jo
Enclosures

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

RECORDATION NO. 5781-21 FILED 1423

JUN 12 1989 - 3 20 PM

INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Joanne M. DeSanctis, a Notary Public in and for said County, states that she compared the attached copy of the Bill of Sale dated the 19th day of May, 1989, from United States Trust Company of New York, as Trustee under that Certain Equipment Trust Agreement dated as of July 1, 1970, 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 30th day of May, 1989.

" OFFICIAL SEAL "
JOANNE M. DeSANCTIS
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 7/7/92

Joanne M. DeSanctis
Notary Public

RECORDATION NO 5784-2 FILED 1428

BILL OF SALE

JUN 12 1989 -3 20 PM

INTERSTATE COMMERCE COMMISSION

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 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 19th day of MAY, 1989.

UNITED STATES TRUST COMPANY OF NEW YORK

By: Gerard Facendola

GERARD FACENDOLA
ASSISTANT VICE PRESIDENT

(CORPORATE SEAL)

ATTEST:

Patricia Stermer
Its ASSISTANT SECRETARY

STATE OF New York)
COUNTY OF New York) SS

On this 19th day of MAY, 1989, before me, a Notary Public in and for said County, personally appeared GERARD FACENDOLA and PATRICIA STERMER to me personally known, who being by me duly sworn did say that they are respectively ASSISTANT VICE PRESIDENT and ASSISTANT SECRETARY 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 prior authority and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.


Notary Public

My Commission Expires:

ROBERT EARLY PATTERSON, III
NOTARY PUBLIC, State of New York
No 4784543
Qualified in Rockland County
~~Certificate Filed in New York County~~
Commission Expires October 31, 1989

| QUANTITY | A.A.R. MECHANICAL DESIG. CODE | CAPACITY IN GALLONS | ROAD NUMBERS |
|----------|-------------------------------------|---------------------------|---|
| 1 | LOC | 3,800 CUFT | CP 381849 |
| 1 | C214 | 5,800 CUFT | UTCX 57633 |
| 5 | TMI | 13,300 | UTLX 75918, 76556, 76595, 76733, 76744 |
| 2 | TMI | 13,400 | 77961, 77996 |
| 13 | TMI | 13,600 | 76306, 76324, 76372, 76405, 76411, 76752, 76761, 76772, 76778, 76785, 76787, 76810, 76817 |
| 3 | TM | 20,000 | 582, 58407, 73002 |
| 1 | TMI | 20,000 | 77627 |
| 2 | TM | 20,500 | 59421, 59488 |
| 10 | TP | 33,800 | 38482, 38490, 38498, 38521, 38709, 38711, 38727, 38866, 38945, 38960 |

38 TOTAL