



Union Tank Car Company

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

Arthur B. Hillman
Secretary and
Assistant General Counsel

4-320A176

RECORDATION NO. 6168-R Filed 11/15/84

NOV 15 1984 5 02 PM

INTERSTATE COMMERCE COMMISSION

November 9 1984

RECORDATION NO. 6168-S Filed 11/25

NOV 15 1984 3 02 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 Tenth Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated October 15, 1984, by and between Union Tank Car Company, 39 South LaSalle Street, Chicago, Illinois 60603 (the "Company") and Bankers Trust Company, Liberty & Greenwich Street, New York, New York 10015 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of May 1, 1971, between the Company and the Bank. The Supplemental Agreement evidences the substitution under said Equipment Trust Agreement of 4 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 May 1, 1971, which was recorded with your office on May 28, 1971, and assigned recordation number 6168. We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.



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November 9, 1984
Secretary

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 "C. B. Hillman".

STATE OF ILLINOIS)
)
COUNTY OF COOK)

REGISTRATION NO. 6168-8 Filed 1425

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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 24th day of October, 1984, from Bankers Trust Company 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 9th day of November, 1984.

Therese Grimm
Notary Public

Notary Seal 11/23/84

BILL OF SALE

Bankers Trust Company

as Trustee under Equipment Trust Agreement

Dated as of May 1, 1971 (Series 7)

to

Union Tank Car Company

KNOW ALL MEN BY THESE PRESENTS, that Bankers Trust Company (the "Bank"), as Trustee under that certain Equipment Trust Agreement dated as of May 1, 1971 (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 May 28, 1971, and assigned recordation number 6168.

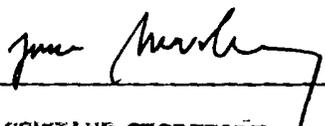
IN WITNESS WHEREOF, the Bank, as Trustee aforesaid, has caused this instrument to be duly executed by a proper corporate officer thereunto duly authorized, and its corporate seal to be hereunto affixed and attested, this 24th day of October, 1984.

BANKERS TRUST COMPANY

By 
VICE PRESIDENT

(CORPORATE SEAL)

ATTEST:


Its ASSISTANT SECRETARY

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

On this 24th day of October, 1984, before me, a Notary Public in and for said County, personally appeared S. BURG and JIRI MLADEK to me personally known, who being by me duly sworn did say that they are respectively VICE PRESIDENT and ASSISTANT SECRETARY of Bankers 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 S. BURG and JIRI MLADEK acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.

Adele R Shaw
Notary Public

My Commission Expires:

ADELE R. SHAW
Notary Public, State of New York
No. 31-4800912
Qualified in New York County
Commission Expires March 30, 1985

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>
1	TMI	13,300	UTLX 76293
2	TMI	13,600	UTLX 76343, 76422
15	TA	14,000	UTLX 13110, 13111, 13112, 13113, 13114, 13115, 13116, 13117, 13118, 13119, 13120, 13121, 13122, 13123, 13124
1	TM	14,000	UTLX 13550
1	TMI	16,800	UTLX 74980
2	TM	20,000	UTLX 48383, 59336
<u>1</u>	TM	21,000	RTCX 27332
23 Total			

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>
<u>1</u>	TMI	13,300	UTLX 76275
<u>1</u> Total			