

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. 6372
FEB 17 1988 2:45 PM
FILED & INDEXED

February 12, 1988

TELECOPIER
(312) 269-1747

CERTIFIED MAIL -
RETURN RECEIPT REQUESTED

INTERSTATE COMMERCE COMMISSION

No. 8-048A042

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

FEB 17 1988 2-4 5 PM

RECORDATION NO. 6372 S Filed 1425

Date FEB 17 1988
FEB 17 1988

ICC

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 Tenth Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), by and between Union Tank Car Company, 39 South LaSalle Street, Chicago, Illinois 60603 (the "Company") and Citibank, N.A., 5 Hanover Square, New York, New York 10043 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of October 1, 1971, between the Company and the Bank. The Supplemental Agreement evidences the substitution under said Equipment Trust Agreement 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 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 Trust Agreement.

The Supplemental Agreement and the Bill of Sale should be recorded as supplements to the Equipment Trust Agreement dated as of October 1, 1971, which was recorded with your office. We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.

Please return the original copy of the Supplemental Agreement and the Bill of Sale to the undersigned.

Very truly yours,

Earl N. Melamed

ENM/cf
Enclosures

FEB 17 1988
2 35 PM '88

Interstate Commerce Commission

Washington, D.C. 20423

2/18/88

OFFICE OF THE SECRETARY

Earl N. Melamed
Neal Gerber Eisenberg & Lurie
208 South LaSalle Street
Chicago, Illinois 60604

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 2/17/88 at 2:45pm, and assigned recordation number(s). 7656-C & D, 9911-I & J & 13372-C & D 6372-587

Sincerely yours,

Narita R. McGee

Secretary

Enclosure(s)

INTERSTATE COMMERCE COMMISSION^{8C}

FEB 17 1988 2-45 PM

RECORDATION NO. 6312-1 Filed 1425

BILL OF SALE

CITIBANK, N.A.

as Trustee under Equipment Trust Agreement

Dated as of October 1, 1971 (Series 8)

to

Union Tank Car Company

KNOW ALL MEN BY THESE PRESENTS, that Citibank, N.A., (the "Bank"), as Trustee under that certain Equipment Trust Agreement dated as of October 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 A 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 8th day of July, 1987.

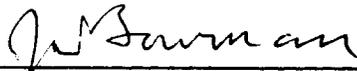
CITIBANK, N.A.

By 

SENIOR TRUST OFFICER

(CORPORATE SEAL)

ATTEST:


Its TRUST OFFICER

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS

On this 8th day of July, 1987, before me, a Notary Public in and for said County, personally appeared S.D. MINEO and J. D. Bowman to me personally known, who being by me duly sworn did say that they are respectively SENIOR TRUST OFFICER and TRUST OFFICER of Citibank, N.A., 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.

Robert F. Frier
Notary Public

ROBERT F. FRIER
Notary Public, State of New York
No. 31-4762885
Qualified in New York County
Commission Expires Jan. 31, 1989

My Commission Expires:

PROGRAM ACTB1027

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

RUN DATE: 05/06/87
PAGE NO : 2

CERTIFICATE TRUST SERIES: R008

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESIG. CODE</u>	<u>CAPACITY IN GALLONS</u>	<u>ROAD NUMBERS</u>
1	LOC	3,000	80289
1	TA	13,700	14023
4	TM	14,500	13170,13188,13193,13940
3	TM	20,000	47968,48913,58682
1	TM	21,000	RTCX27105
1	TM	26,000	40919
1	TM	30,000	40910
6	TMI	8,000	74052,74089,74096,74126,74129,76940
1	TMI	10,500	76521
2	TMI	13,000	73951,73956
2	TMI	13,300	73961,73963
3	TMI	13,333	75942,75950,75988
1	TMI	13,400	73960
1	TMI	17,000	74899
1	TMI	23,500	77321
31	TP	33,800	37629-37630,37637,37645,37653,37658,37691, 37703,37717,37739,37787,37807,37809,37859, 37864-37865,37947,37949,37976,37981,37985, 37993,37996,38091,38098,38229,38244,38406, 38416,38854,38989
1	TPI	25,000	28494
2	TPI	25,700	28501,28542
63 TOTAL			