



**Union Tank Car Company**

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

**Arthur B. Hillman**  
Secretary and  
Assistant General Counsel

RECORDATION 1425  
*12791-E*  
Filed 1425

**JUN 2 1986 -3 05 PM**  
INTERSTATE COMMERCE COMMISSION

No. 6-153A082

Date **JUN 2 1986**

Fee \$ 20.00

ICC Washington, D.C.

RECORDATION 1425  
*12791-F*  
Filed 1425

**JUN 2 1986 -3 05 PM** May 22, 1986

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 Third Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated April 25, 1986, by and between Union Tank Car Company, 39 South LaSalle Street, Chicago, Illinois 60603 (the "Company") and Manufacturers Hanover Trust Company, Corporate Trust Department, 600 Fifth Avenue, New York, New York 10020 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of January 15, 1981, between the Company and the Bank. The Supplemental Agreement evidences the substitution under said Equipment Trust Agreement of 15 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 24 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 January 15, 1981, which was recorded with your office on January 22, 1981, and assigned recordation number 12791. We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.

REC OFFICE OF THE SECRETARY  
JUN 2 2 57 PM '86  
MOTOR OPERATING UNIT



Page -2-  
May 22, 1986

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 "Carl B. Allen".

ABH/sc

Enclosure

CERTIFICATE TRUST SERIES: R018

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
7	BOXT	70	WCTR102159, WCTR102189, WCTR102311, WCTR102379, WCTR102407, WCTR102574, WCTR102791
2	BOXT	100	BCIT850013, BCIT850017
2	BULK	100	BCDL866574, CP 317468
8	LOC	4,750	UTCX43034, UTCX43768, UTCX43776-UTCX43777, UTCX43780, UTCX44949, UTCX44979, UTCX44989
1	TL	20,000	11026
1	TM	14,000	24001
2	TM	23,500	67296, 67306
1	THI	15,500	69505
<b>24 TOTAL</b>			

CERTIFICATE TRUST SERIES: R018

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
2	COVE	2,900	UNPX120502-UNPX120503
13	TPI	33,800	98549-98552, 98554, 98556-98558, 98561-98562, 98564-98566

15 TOTAL

STATE OF ILLINOIS )  
                          ) SS.  
COUNTY OF COOK     )

REGISTRATION NO. 1279LF  
FEB 1925

JUN 2 1986 3 12 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 15th day of May, 1986, from Manufacturers Hanover 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 22nd day of May, 1986.

Carol D'Ascenzo  
Notary Public

**BILL OF SALE**

**Manufacturers Hanover Trust Company  
as Trustee under Equipment Trust Agreement**

**Dated as of January 15, 1981 (Series 18)**

**to**

**Union Tank Car Company**

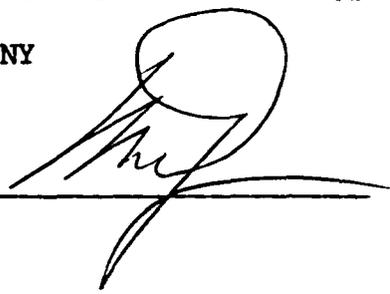
KNOW ALL MEN BY THESE PRESENTS, that Manufacturers Hanover Trust Company (the "Bank"), as Trustee under that certain Equipment Trust Agreement dated as of January 15, 1981 (the "Agreement"), by and between the Bank, as Trustee, and Union Tank Car Company (the "Company"), in consideration of the conveyance 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 January 22, 1981, and assigned recordation number 12791.

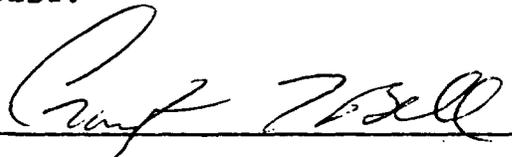
IN WITNESS WHEREOF, the Bank, as Trustee aforesaid, has caused this instrument to be duly executed by a proper corporate officer thereunto duly authorized, and its corporate seal to be hereunto affixed and attested, this 15th day of ~~April~~, 1986.  
May

MANUFACTURERS HANOVER TRUST  
COMPANY

By \_\_\_\_\_  


(CORPORATE SEAL)

ATTEST:

  
\_\_\_\_\_

Its

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 15th day of <sup>May</sup> ~~April~~, 1986, before me, a Notary Public in and for said County, personally appeared W. B. DODGE and Crayton L. Bell to me personally known, who being by me duly sworn did say that they are respectively ASST. VICE PRESIDENT and Trust Officer of Manufacturers Hanover 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 W. B. DODGE and Crayton L. Bell acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.

Kathy A. Murphy  
Notary Public  
KATHY A. MURPHY  
Notary Public, State of New York  
No. 60-4825140  
Qualified in Westchester County  
Certificate filed in New York County  
Commission Expires July 31, 1988

My Commission Expires:

July 31, 1988

CERTIFICATE TRUST SERIES: R018

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESIG. CODE</u>	<u>CAPACITY IN GALLONS</u>	<u>ROAD NUMBERS</u>
7	BOXT	70	WCTR102159, WCTR102189, WCTR102311, WCTR102379, WCTR102407, WCTR102574, WCTR102791
2	BOXT	100	BCIT850013, BCIT850017
2	BULK	100	BCDL866574, CP 317468
8	LOC	4,750	UTCX43034, UTCX43768, UTCX43776-UTCX43777, UTCX43780, UTCX44949, UTCX44979, UTCX44989
1	TL	20,000	11026
1	TM	14,000	24001
2	TM	23,500	67296, 67306
1	TMI	15,500	69505
<u>24 TOTAL</u>			