

Union Tank Car Company

111 West Jackson Boulevard
Chicago, Illinois 60604

Direct Tel No.:

Arthur B. Hillman
Secretary and
Assistant General Counsel

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Dear Sir:

We transmit to you herewith by certified mail for recordation, pursuant to Section 20c of the Interstate Commerce Act, an original and two certified counterparts of the Second Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated October 26, 1981, by and between Union Tank Car Company, 111 West Jackson Boulevard, Chicago, Illinois 60604 (the "Company") and Pittsburgh National Bank, Pittsburgh National Building, 5th Avenue at Wood Street, Pittsburgh, Pennsylvania 15222 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of June 1, 1975, between the Company and the Bank. The Supplemental Agreement evidences the substitution under the said Equipment Trust Agreement of the railroad cars 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 said Bill of Sale are described in Schedule B attached hereto. The Bill of Sale releases the Equipment described in Schedule B from the encumbrance created by the Equipment Trust Agreement.

The Supplemental Agreement and the said Bill of Sale should be recorded as supplements to the Equipment Trust Agreement dated as of June 1, 1975, which was recorded with your office on June 9, 1975, and assigned recordation number 7949. 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,

UNION TANK CAR COMPANY



RECORDATION NO. 7949-D
Filed 1125



NOV 24 1981 -8 40 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 7949-C
Filed 1425

NOV 24 1981 -8 40 AM

INTERSTATE COMMERCE COMMISSION

1-1291031

No. [blacked out]
Date NOV 24 1981
Fee \$ 20.00

ICC Washington, D. C.

7949-D
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RECORDATION NO. Filed 1426

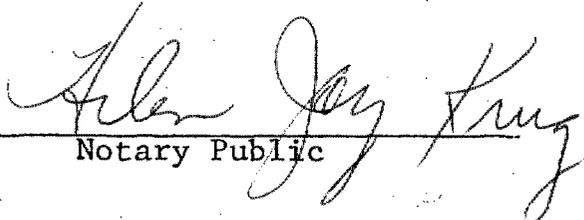
STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

NOV 24 1981 -8 40 AM
INTERSTATE COMMERCE COMMISSION

C E R T I F I C A T E

The Undersigned, Helen Joy Krug, a Notary Public in and for said County, states that she compared the attached copy of the Bill of Sale dated the 30th day of October, 1981, from Pittsburgh National 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 18th day of November, 1981.



Notary Public

My Commission Expires July 10, 1984

BILL OF SALE

Pittsburgh National Bank

as Trustee under Equipment Trust Agreement

Dated as of June 1, 1975 (Series 12)

to

Union Tank Car Company

KNOW ALL MEN BY THESE PRESENTS, that Pittsburgh National Bank (the "Bank"), as Trustee under that certain Equipment Trust Agreement dated as of June 1, 1975 (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 the 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.

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 30th day of October, 1981.

PITTSBURGH NATIONAL BANK

By

[Signature]
Vice President

[CORPORATE SEAL]

ATTEST:

[Signature]
Its Asst. Vice President

STATE OF PENNSYLVANIA)
) SS.
COUNTY OF ALLEGHENY)

On this 30th day of October, 1981, before me, a Notary Public in and for said County, personally appeared F. J. Deramo and R. E. Ernst to me personally known, who being by me duly sworn did say that they are respectively Vice President and Assistant Vice President of Pittsburgh National 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 authority of its Board of Directors, and said F. J. Deramo and R. E. Ernst acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.

Margaret H. Gies
Notary Public

My Commission Expires:
MARGARET H. GIES, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES JUNE 7, 1984
Member, Pennsylvania Association of Notaries

SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	A.A.R. Mechanical Designation <u>Code</u>	<u>Capacity</u>	<u>Road Numbers</u>
1	Gondola	4,000 Cu Ft	CN199314
1	Gondola	4,000 Cu Ft	CN199347
1	Gondola	4,000 Cu Ft	CN199402
1	Gondola	4,000 Cu Ft	CN199405
1	Gondola	4,000 Cu Ft	CN199432
1	Gondola	4,000 Cu Ft	CN199461
1	Gondola	4,000 Cu Ft	CN199462
1	Gondola	4,000 Cu Ft	CN199481
1	Gondola	4,000 Cu Ft	CN199511
1	Gondola	4,000 Cu Ft	UNPX102032
1	LO	4,750 Cu Ft	UTCX43708
1	TM	20,000 Gal	UTLX134
1	TA	13,700 Gal	UTLX12979
1	TM	14,500 Gal	UTLX14972
1	TP	17,300 Gal	UTLX28727
1	TM	20,000 Gal	UTLX46425
1	TM	26,000 Gal	UTLX46532
1	TM	17,000 Gal	UTLX72418
1	TM	17,000 Gal	UTLX72433
1	TM	17,000 Gal	UTLX72526
1	TM	17,000 Gal	UTLX72532
1	TM	13,500 Gal	UTLX72628
1	TM	23,000 Gal	UTLX72809
1	TM	23,000 Gal	UTLX72821
<u>24</u>			