



Union Tank Car Company

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

Arthur B. Hillman
Secretary and
Assistant General Counsel

No. **6-027A071**

Date **JAN 27 1986**

Fee \$ **20.00**

ICC Washington, D.C.

RECORDATION NO. **8150-J** FILED 1986

JAN 27 1986 - 12 05 PM

INTERSTATE COMMERCE COMMISSION

January 24, 1986

RECORDATION NO. **8150-K** FILED 1986

JAN 27 1986 - 12 05 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 Sixth Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated October 4, 1985, by and between Union Tank Car Company, 39 South LaSalle Street, Chicago, Illinois 60603 (the "Company") and Chemical Bank, 55 Water Street, New York, New York 10041 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of December 15, 1975, between the Company and the Bank. The Supplemental Agreement evidences the substitution under said Equipment Trust Agreement of 12 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 18 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 December 15, 1975, which was recorded with your office on December 22, 1975, and assigned recordation number 8150. We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.



Page -2-
January 24, 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 "C. B. Hillman".

ABH/tg

Enclosure

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE A - DESCRIPTION OF EQUIPMENT TRUST
FOR SUBSTITUTION

~~FIFIGATE TRUST SERIES: R013~~

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
12	TA	12,000	TCDX11062-TCDX11073
12 - TOTAL			

KAM ACT81027

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

RUN DATE: 09
PAGE NO :

CERTIFICATE TRUST SERIES: R013

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESIG. CODE</u>	<u>CAPACITY IN GALLONS</u>	<u>ROAD NUMBERS</u>
3	BOXT	70	BCIT841118,BCIT841128,BCIT841319
6	LOC	4,750	UTCX45531,UTCX45540,UTCX45550,UTCX45601, UTCX45677,UTCX45729
1	TA	13,500	12761
1	TL	20,000	12500
1	TM	13,500	70065
1	TM	15,500	77772
1	TM	20,000	75496
1	TM	23,500	68828
1	TM	30,612	40858
2	TP	25,700	96086,96090
<hr/>			
18	TOTAL		

Interstate Commerce Commission
Washington, D.C. 20423

1/27/86

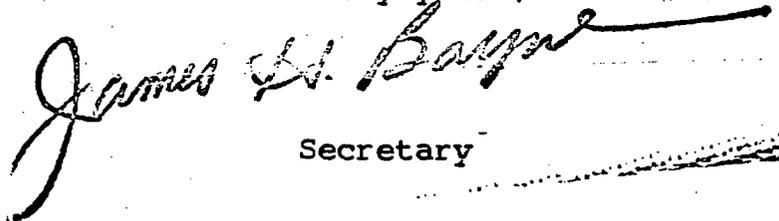
OFFICE OF THE SECRETARY

Arthur B. Hillman
Union Tank Car Company
39 South LaSalle St.
Chicago, Illinois 60603

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 1/27/86 at 12:05pm and assigned re-
recording number(s). 8150-J & 8150-K

Sincerely yours,


Secretary

Enclosure(s)

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

REGISTRATION NO. 8150 FILED 1425

JAN 27 1986 - 12 05 PM

CERTIFICATE

INTERSTATE COMMERCE COMMISSION

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 16th day of January, 1986, from Chemical 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 29th day of January, 1986.

Therese Grimm
Notary Public

MY COMMISSION EXPIRES 7/23/88

BILL OF SALE

Chemical Bank

as Trustee under Equipment Trust Agreement

Dated as of December 15, 1975 (Series 13)

to

Union Tank Car Company

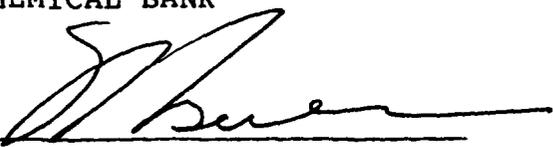
KNOW ALL MEN BY THESE PRESENTS, that Chemical Bank (the "Bank"), as Trustee under that certain Equipment Trust Agreement dated as of December 15, 1975 (the "Agreement"), by and between the Bank, as Trustee, and Union Tank Car Company (the "Company"), in consideration of the conveyance to the Bank, as 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 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 December 22, 1975, and assigned recordation number 8150.

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 16th day of January, 1986.

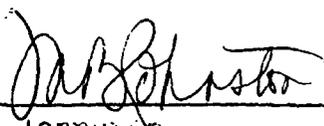
CHEMICAL BANK

By 

W. H. BERLS VICE PRESIDENT

(CORPORATE SEAL)

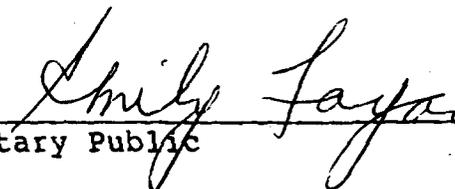
ATTEST:



M. B. Johnson
Its Assistant Secretary

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

On this 16th day of January , 198⁶, before me, a Notary Public in and for said County, personally appeared _____
W. H. BERLS and M. B. Johnston to me personally known, who being by me duly sworn did say that they are respectively _____
VICE PRESIDENT and Assistant Secretary of Chemical 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 the Board of Directors, and said _____
W. H. BERLS and M. B. Johnston acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.



Notary Public

My Commission Expires:

EMILY FAYAN
Notary Public, State of New York
No. 24-4737006
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1987

Released

KAM ACTB1027

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

RUN DATE: 09/1
PAGE NO :

CERTIFICATE TRUST SERIES: R013

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESIG. CODE</u>	<u>CAPACITY IN GALLONS</u>	<u>ROAD NUMBERS</u>
3	BOXT	70	BCIT841118,BCIT841128,BCIT841319
6	LOC	4,750	UTCX45531,UTCX45540,UTCX45550,UTCX45601, UTCX45677,UTCX45729
1	TA	13,500	12761
1	TL	20,000	12500
1	TM	13,500	70065
1	TM	15,500	77772
1	TM	20,000	75496
1	TM	23,500	68828
1	TM	30,612	40858
2	TP	25,700	96086,96090
<hr/>			
18	TOTAL		