



Union Tank Car Company

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

Arthur B. Hillman
Secretary and
Assistant General Counsel

RECORDATION NO. 9911 Filed 1425

MAY 2 1985 - 2 10 PM

INTERSTATE COMMERCE COMMISSION

April 29, 1985

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Re: Union Tank Car Company
Equipment Trust (Series P-2)

No. 5-122A131
Date MAY 2 1985
Fee \$ 10.00
ICC Washington, D.C.

Dear Sir:

We transmit to you herewith by registered mail for recordation, pursuant to 49 U.S.C. Section 11303, three executed counterparts of an Assignment dated January 18, 1985, by The Northern Trust Company, 50 South LaSalle Street, Chicago, Illinois 60675 (the "Bank") pursuant to the terms of which the Bank has assigned to The First National Bank of Chicago, One First National Plaza, Chicago, Illinois 60670 (the "Successor Trustee") all of the rights and powers vested in the Bank as Trustee under the Equipment Trust Agreement dated as of December 1, 1978, by and between Union Tank Car Company, 39 South LaSalle Street, Chicago, Illinois 60603 (the "Company") and the Bank, as Trustee.

The Assignment should be recorded as a supplement to the Equipment Trust Agreement dated as of December 1, 1978, which was recorded with your office on December 15, 1978, and assigned recordation Number 9911. We enclose herewith our check in the amount of \$10.00 payable to the Interstate Commerce Commission to cover the recordation fee.

Please return a copy of the Assignment to the undersigned.

Very truly yours,

ABH/sb
Enclosure



ASSIGNMENT

MAY 2 1985 - 2 10 PM

INTERSTATE COMMERCE COMMISSION

The undersigned, The Northern Trust Company, an Illinois banking corporation, the Trustee under that certain Equipment Trust Agreement dated as of December 1, 1978, by and between the undersigned and Union Tank Car Company, hereby assigns, transfers and confirms to The First National Bank of Chicago, a national banking association, Successor Trustee under said Equipment Trust Agreement all of the rights and powers heretofore vested in the undersigned as Trustee under such agreement.

IN WITNESS WHEREOF, The Northern Trust Company has caused this Assignment to be duly executed in its name by its corporate officers thereunto duly authorized and its corporate seal, duly attested, to be hereunto affixed as of this 18th day of January, 1985.

THE NORTHERN TRUST COMPANY,
as resigning Trustee

By: [Signature]
Title: Vice President

ATTEST:

By: [Signature]
Assistant Secretary

WITNESS: [Signature]

AFFIDAVIT OF EXECUTION

THE UNITED STATES OF AMERICA)
)
STATE OF ILLINOIS)
)
COUNTY OF COOK)
)
TO WIT:)

I, R.E. Jackman, of the City of Chicago and the County of Cook, in the State of Illinois, one of the United States of America, MAKE OATH AND SAY AS FOLLOWS:

1. I am a Vice President of The Northern Trust Company, the assignor named in the annexed Assignment and am aware of all the circumstances connected with the said assignment and have a personal knowledge of the facts deposed to.

2. I was personally present and did see the annexed Assignment duly executed by The Northern Trust Company under its corporate seal and the hands of D. Quigg Porter Jr., its Vice President and R.E. Ganja, its Assistant Secretary.

3. I know the said parties and know them to be respectively a Vice President and an Assistant Secretary of The Northern Trust Company.

4. The signature R.E. Jackman witnessing the execution of the said Assignment is the true signature of this deponent.

5. The Assignment was executed in the City of Chicago and the County of Cook, in the State of Illinois, one of the United States of America, on the 18th day of January, 1985.

SWORN before me at the)
)
County of Cook)
)
This 18th day of January, 1985)

Barbara A. Gonzalez Fisher
A Notary Public in and for
the County of Cook
State of Illinois

My Commission Expires October 20, 1986