



Union Tank Car Company

225 West Washington Street
Chicago, Illinois 60606
312/372-9500

BY OVERNIGHT MAIL

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Sir:

Enclosed for recordation are an original and two certified counterparts of the Ninth Supplemental Equipment Trust Agreement ("Supplemental Agreement"), dated as of September 2, 1988, between Union Tank Car Company ("Company") and Morgan Guaranty Trust Company of New York ("Trustee"), which amends the Equipment Trust Agreement dated as of December 15, 1974, between Company and Trustee. The Supplemental Agreement evidences the substitution under said Equipment Trust Agreement of certain railroad cars which are described in Schedule A to the Supplemental Agreement.

Also enclosed for recordation are an original and two certified counterparts of a Bill of Sale to Company from Trustee. Bill of Sale relates to the railroad cars which are being released 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 11, 1974, which was recorded with your office on December 15, 1974, and assigned recordation number 7738. We enclose herewith our check in the amount of \$26 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. Thank you.

Sincerely,

Patrick J. Allen
Patrick J. Allen
Senior Attorney

Enclosures
PJA:nl
3450

RECORDATION NO. 7738-8
SEP 28 1988 4 40 PM
INTERSTATE COMMERCE COMMISSION

September 26, 1988

8-272AO41
SEP 28 1988
Date
Fee \$ 26.00
ICC Washington, D.C.

RECORDATION NO. 7738-8
SEP 28 1988 4 54 PM
INTERSTATE COMMERCE COMMISSION

100 OFFICE OF THE SECRETARY
SEP 28 2 36 PM '88
MOTOR OPERATING UNIT



Interstate Commerce Commission
Washington, D.C. 20423

9/28/88

OFFICE OF THE SECRETARY

Patrick J. Allen
Senior Attorney
Union Tank Car Company
225 West Washington, Street
Chicago, Illinois 60606

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 9/28/88 at 2:45pm, and assigned recordation number(s). 7738-P & 7738-Q

Sincerely yours,

Neta R. McGee

Secretary

Enclosure(s)

STATE OF ILLINOIS)
COUNTY OF COOK) SS.

RECORDING NO. 7738-P
PAGE 1426

SEP 28 1988 4 42 PM

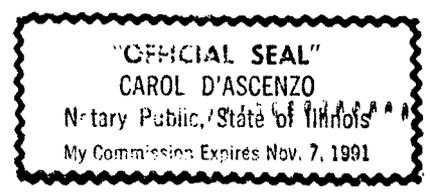
INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Carol D'Ascenzo, a Notary Public in and for said County, states that she compared the attached copy of a Bill of Sale from Morgan Guaranty Trust Company of New York to Union Tank Car Company, dated as of September 22, 1988, 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 27th day of September, 1988.

Carol D'Ascenzo
Notary Public



BILL OF SALE

Morgan Guaranty Trust Company of New York
as Trustee under Equipment Trust Agreement
Dated as of December 15, 1974 (Series 11)
to

REGISTRATION NO. 7738-P
SEP 28 1988 4:41 PM

Union Tank Car Company

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that Morgan Guaranty Trust Company of New York ("Trustee"), as trustee under that certain Equipment Trust Agreement dated as of December 15, 1974 ("Agreement"), by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and other compliance by 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, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto 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, Trustee has caused this instrument to duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, this September 22, 1988.

Morgan Guaranty Trust
Company of New York

By: *[Signature]*

(CORPORATE SEAL)

ATTEST:

[Signature]
Its
ASSISTANT SECRETARY

STATE OF NY)
COUNTY OF NY) SS

On this 22 day of September, 1988, before me, a Notary Public in and for said County, personally appeared E. J. GILLHAUS and DAVID J. MAY to me personally known, who being by me duly sworn did say that they are, respectively, Assistant Vice President and ASSISTANT SECRETARY of Morgan Guaranty Trust Company of New York, 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.

Beth Sweeney
Notary Public

My Commission Expires:
BETH SWEENEY
Notary Public, State of New York
No. 31-4896262
Qualified in New York County
Commission Expires June 22, 1989

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 WRECKED/RETIRED CARS (SCHEDULE B)
 R011 SERIES

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-----DATES-----		CERTIFICATE TRUST COST	FAIR VALUE
				IN USE	WRECKED/ RETIRED		
UTCX 44336	LOC	4,750	CUFT	08/74	09/88	\$18,739	\$16,500
-----						-----	-----
NUMBER OF CARS	1					\$18,739	\$16,500