

Union Tank Car Company

RECORDATION NO. 12401-A



JAN 27 1981 -9 45 AM

INTERSTATE COMMERCE COMMISSION

90 Half Day Road  
Lincolnshire, Illinois 60015

An Affiliate of  
Trans Union Corporation

Direct Tel. No.:

RECORDATION NO. 12401-B Filed 1425

Law Department

January 27, 1981

JAN 27 1981 -9 45 AM

No. 1-027A070

Date JAN 28 1981

Fee \$ 20.00

ICC Washington, D. C.

INTERSTATE COMMERCE COMMISSION  
Interstate Commerce Commission  
12th and Constitutional Avenue  
Washington, D. C. 20423

Re: Filing of Release -  
Recordation No. 12401

Gentlemen:

This refers to the Loan and Security Agreement (Series E) (the "Agreement") dated as of November 1, 1980, between Union Tank Car Company, 90 Half Day Road, Lincolnshire, Illinois 60015 (the "Company") and Manufacturers Hanover Trust Company, 350 Park Avenue, New York, New York 10022 (the "Bank"). The Agreement was filed with your office on November 12, 1980, and assigned recordation number 12401.

- A The Agreement was amended as of January 27, 1981 by Amendment No. 1 thereto to evidence the substitution under the Agreement of 1,382 railroad cars described in Schedule A attached hereto for the 1,504 railroad cars described in Schedule B attached hereto. An original and two certified counterparts of such amendment are included herewith for recordation pursuant to 49 U.S.C. §11303.

- B Also enclosed for recordation is an original and two certified counterparts of a Release dated as of January 27, 1981, which relates to the railroad cars listed in Schedule B attached hereto. The Release is included herewith for recordation to clearly indicate of record that the Bank has assigned to the Company all of its right, title and interest in and to such railroad cars and that the Bank has released such railroad cars from any encumbrance with respect thereto in favor of the Bank.

We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.

*Mr. Lee -  
the letter for  
the two  
documents under  
12401 are as  
indicated below:*

*Edward G. Egan*

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Interstate Commerce Commission  
January 27, 1981  
Page Two

Please return the original copy of Amendment No. 1 and  
the Release to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "A. B. Hillman".

A. B. Hillman  
General Attorney

ABH:mw

Enclosures

12401-B

RECORDATION NO. 12401-B Filed 142b

STATE OF ILLINOIS )  
                          ) SS  
COUNTY OF LAKE )

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INTERSTATE COMMERCE COMMISSION

C E R T I F I C A T E

The undersigned, Marcia C. Weiner, a Notary Public in and for said County, states that she compared the attached copy of the Release dated as of January 27, 1981, 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 January, 1981.

Marcia C. Weiner  
Notary Public

MY COMMISSION EXPIRES.....June 18, 1984



RELEASE

This Release is executed as of the 27th day of January, 1981, by Manufacturers Hanover Trust Company, a New York banking corporation having its principal place of business at 350 Park Avenue, New York, New York 10022 (the "Bank") in connection with the Loan and Security Agreement dated as of November 1, 1980 (Series E) (the "Agreement") between the Bank and Union Tank Car Company, a Delaware corporation having its principal place of business at 90 Half Day Road, Lincolnshire, Illinois 60015 (the "Company").

1. Purpose. Pursuant to the provisions of the Agreement, which was recorded with the Interstate Commerce Commission on November 12, 1980, and assigned recordation number 12401, the Company has granted to the Bank a security interest in certain rail cars (such cars being hereinafter referred to as the "Equipment"), to and in favor of the Bank to secure the payment of the note issued under the Agreement. As provided for in Section 3.09 of the Agreement, the Company has delivered to the Bank a request that it be allowed to substitute other rail cars for the units of Equipment more fully described on Schedule B attached hereto. The purpose of this Release is to clearly indicate of record that the Bank has no further interest in the portion of Equipment listed on Schedule B attached hereto, it being the intent of the Bank to release such units of Equipment from any encumbrance of the Bank.

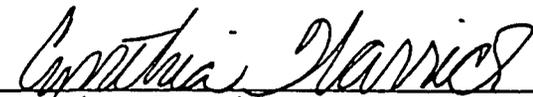
2. Release. The Bank hereby certifies that it has assigned to the Company all of its right, title and interest in and to all of the Equipment more fully described in Schedule B hereto and that it hereby releases such Equipment from any encumbrance with respect thereto in favor of the Bank.

IN WITNESS WHEREOF, the Bank has caused this Release to be executed and its corporate seal to be hereunto affixed by its duly authorized officers as of the date first above written.

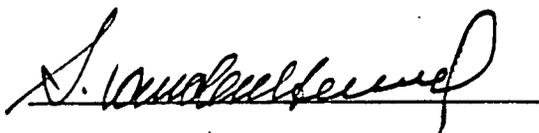
MANUFACTURERS HANOVER TRUST COMPANY

(SEAL)

By

  
Vice President

ATTEST:



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

On this 23<sup>rd</sup> day of January, 1981, before me personally appeared CYNTHIA WARRICK, to me personally known, who being by me duly sworn, says that he is a Vice President of MANUFACTURERS HANOVER TRUST COMPANY, that one of the seals 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.

John F. Richards  
Notary Public

My Commission expires:

3/30/81

(Notarial Seal)

JOHN F. RICHARDS  
Notary Public, State of New York  
No. 43-4502837  
Qualified in Richmond County  
Commission Expires March 30, 1981

UNION TANK CAR COMPANY  
 LOAN AND SECURITY AGREEMENT  
 DATED AS OF NOVEMBER 1, 1980 (SERIES E)

SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT

QUANTITY -----	A. A. R. MECHANICAL DESIGNATION CODE -----	CAPACITY IN GALLONS -----	ROAD NUMBERS -----
			UTCX43934-UTCX43935 UTCX43942 UTCX43944 UTCX43946 UTCX43949 UTCX43952 UTCX43961 UTCX43965-UTCX43966 UTCX43968-UTCX43999 UTCX44940-UTCX44989
44	TA	14,000	1597-1635, 1637-1641
35	TL	20,000	11007-11028, 11033-11035 12121-12130
12	TM	13,000	60800-60811
20	TM	14,000	24000-24019
30	TM	18,000	66197-66226
3	TM	20,000	68257-68259
152	TM	23,500	68283-68284, 68286-68288 68291, 68294, 68330 68332-68373, 68375-68389 68708-68709, 68715 68717-68800
4	TM	30,000	48442, 48617, 48619, 48624
5	TP	17,300	27750, 27754-27757
5	TP	17,500	27700-27704
64	TP	25,000	93134, 93140, 93292, 93382 93488, 93505, 93538 93634, 93797, 93875 93938, 94312, 94340 94463, 98042, 98057 98060, 98073, 98085 98090-98091, 98093 98096, 98107-98109 98111-98113, 98121

SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT

QUANTITY	A.A.R. MECHANICAL DESIGNATION CODE	CAPACITY IN GALLONS	ROAD NUMBERS
428	BOX CAR	70 TON	WCTR101997-WCTR101999 WCTR102112 WCTR102129 WCTR102139-WCTR102144 WCTR102151-WCTR102199 WCTR102298-WCTR102571 WCTR102573-WCTR102592 WCTR102594-WCTR102614 WCTR102616 WCTR102618-WCTR102619 WCTR102621-WCTR102628 WCTR102630-WCTR102636 WCTR102638-WCTR102689 WCTR102692-WCTR102693 WCTR102695-WCTR102703 WCTR102705 WCTR102707-WCTR102716 WCTR102718-WCTR102723 WCTR102728-WCTR102732 WCTR102735-WCTR102744
268	LO	4,750 CUFT	UTCX43000-UTCX43049 UTCX43750-UTCX43788 UTCX43791-UTCX43793 UTCX43795-UTCX43807 UTCX43809-UTCX43835 UTCX43837 UTCX43842-UTCX43848 UTCX43850-UTCX43857 UTCX43861 UTCX43864 UTCX43866-UTCX43868 UTCX43873-UTCX43877 UTCX43882-UTCX43884 UTCX43887 UTCX43891 UTCX43893 UTCX43896 UTCX43899 UTCX43902-UTCX43903 UTCX43905 UTCX43917 UTCX43921-UTCX43924 UTCX43930 UTCX43932

SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT

QUANTITY	A. A. R. MECHANICAL DESIGNATION CODE	CAPACITY IN GALLONS	ROAD NUMBERS
-----	-----	-----	-----
			98136-98137, 98188 98196-98204, 98206-98217 98219-98220, 98225 98227-98229, 98231-98233 98235
22	BOX CAR	100 TON	BCIT850001-BCIT850022
304	COVERED HOPPER	4,650 CUFT	UNPX120000-UNPX120199 UNPX120202-UNPX120301 UNPX120319 UNPX120321-UNPX120322 UNPX120325
21	TM	30,000	47000-47018, 47026-47027
6	TMI	13,350	69526, 69530-69534
21	TPI	33,600	98648-98649, 98651, 98654-98656 98661-98664, 98666 98713, 98715, 98717-98718 98721-98726
-----	1,504	TOTAL	
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