

NEAL GERBER EISENBERG & LURIE

208 SOUTH LASALLE STREET
CHICAGO, ILLINOIS 60604
(312) 269-8000

INTERSTATE COMMERCE COMMISSION

FEB 17 1988 2-4 5 PM

EARL N. MELAMED
(312) 269-8012

February 12, 1988
RECORDATION NO. 9911-5
TELECOPIER (312) 269-1747

CERTIFIED MAIL - INTERSTATE COMMERCE COMMISSION
RETURN RECEIPT REQUESTED

FEB 17 1988 2-4 5 PM

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

No. 8-048A043
Date FEB 17 1988
Fee \$ 20.00

Dear Sir:

ICC Washington, D. C.

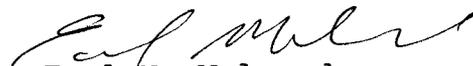
We transmit to you herewith by certified mail for recordation, pursuant to 49 U.S.C. Sec. 11303, an original and two certified counterparts of the Supplemental Trust Agreement (the "Supplemental Agreement"), by and between Union Tank Car Company, 39 South LaSalle Street, Chicago, Illinois 60603 (the "Company") and The First National Bank of Chicago, One First National Plaza, Chicago, Illinois 60670 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of December 1, 1978, between the Company and the Bank. The Supplemental Agreement evidences the substitution under said Equipment Trust Agreement of railroad cars, 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 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 1, 1978, which was recorded with your office and assigned recordation number 9911. 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,


Earl N. Melamed

ENM/cf
Enclosures

FEB 17 1988
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BILL OF SALE FEB 17 1988 2-4 5 PM

THE FIRST NATIONAL BANK OF CHICAGO ⁹⁹¹¹⁻³ _{FILED 1425}

as Trustee under Equipment Trust Agreement

Dated as of December 1, 1978 (Series P-2)

to

Union Tank Car Company

KNOW ALL MEN BY THESE PRESENTS, that The First National Bank of Chicago, (the "Bank"), as Trustee under that certain Equipment Trust Agreement dated as of December 1, 1978 (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.

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 12TH day of AUGUST, 1987.

THE FIRST NATIONAL BANK
OF CHICAGO

By Joyce Wright
TRUST OFFICER

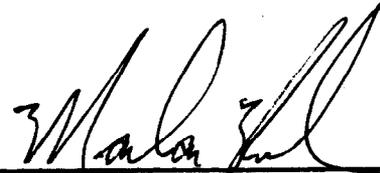
(CORPORATE SEAL)

ATTEST:


Its Assistant Vice President

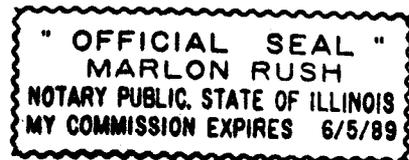
STATE OF IL.)
) SS
COUNTY OF COOK)

On this 12TH day of AUGUST, 1987, before me, a Notary Public in and for said County, personally appeared FAYE WRIGHT and J. G. FINLEY to me personally known, who being by me duly sworn did say that they are respectively TRUST OFFICER and ASSISTANT VICE PRESIDENT of The First National Bank of Chicago, 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.



Notary Public

My Commission Expires:



PROGRAM ACTB1027

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

RUN DATE: 05,
PAGE NO :

CERTIFICATE TRUST SERIES: P002

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESIG. CODE</u>	<u>CAPACITY IN GALLONS</u>	<u>ROAD NUMBERS</u>
5	TA	13,500	11737,11859,11900-11901,11920
2	TM	14,000	25935,25947
1	TM	14,500	12105
6	TM	20,000	70435,70452,70664,70859,70876,70882
3	TM	23,500	70350,70788,71083
1	TM	26,000	58624
1	TP	25,000	98055
1	TPI	25,100	89147
1	TPI	34,000	89010
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21	TOTAL		