

NEAL GERBER EISENBERG & LURIE

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

RECORDATION NO. 72990
FILED 1458

APR 13 1988 - 8 45 AM
INTERSTATE COMMERCE COMMISSION

EARL N. MELAMED
(312) 269-8012

RECORDATION NO. 7100 1458

APR 13 1988 - 8 45 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 7100 1458

APR 13 1988 - 8 45 AM

INTERSTATE COMMERCE COMMISSION

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Sir:

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 Ninth Supplemental Trust Agreement (the "Supplemental Agreement"), by and between Union Tank Car Company, 39 South LaSalle Street, Chicago, Illinois, 60603 (the "Company") and National City Bank, 623 Euclid Avenue, Cleveland, Ohio, 44114 (the "Bank") as Trustee, which amends the Equipment Trust dated as of February 24, 1988, between the Company and the Bank. The Supplemental Agreement evidences the substitution under said Equipment Trust 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 card in respect of which the aforesaid substitution was made. The Equipment covered by the Bill of Sale is more fully described in Schedule B attached hereto. The Bill of Sale releases the Equipment from the encumbrance created by the Equipment Trust.

The Supplemental Agreement and the Bill of Sale should be recorded as supplements to the Equipment Trust dated as of January 15, 1974, which was recorded with your office and assigned recordation number 7299. We enclose herewith our check in the amount of \$20.00 payable to the Interstate Commerce Commission to cover the recordation fees.

Date 4/13/88
Fee \$ 15.00

ICC Washington, D. C.

April 4, 1988

RECORDATION NO. 7299
FILED 1458

APR 13 1988 - 8 46 AM

INTERSTATE COMMERCE COMMISSION

TELECOPIER
(312) 269-1747

APR 13 2:49 PM '88
MOTOR OPERATING UNIT
100 OFFICE OF THE STORET...

NEAL GERBER EISENBERG & LURIE

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 "Earl N. Melamed".

Earl N. Melamed

ENM:kn

Enclosures

sec
BILL OF SALE

RECORDATION NO. 1299 P
APR 13 1988-8 45 AM
INTERSTATE COMMERCE COMMISSION

UNITED STATES TRUST COMPANY OF NEW YORK
as Trustee under Equipment Trust Agreement

Dated as of July 1, 1970 (Series 6)

to

Union Tank Car Company

KNOW ALL MEN BY THESE PRESENTS, that United States Trust Company of New York, (the "Bank"), as Trustee under that certain Equipment Trust Agreement dated as of July 1, 1970 (the "Agreement"), by and between the Bank, as Trustee, and Union Tank 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 22nd day of MARCH, 1988, 1988.

UNITED STATES TRUST COMPANY OF NEW YORK

By: _____


ASSISTANT VICE PRESIDENT

(CORPORATE SEAL)

ATTEST:

Its _____


ASSISTANT SECRETARY

PROGRAM ACTB1027

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

RUN DATE: 02/19/88

PAGE NO : 1

CERTIFICATE TRUST SERIES: R006

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESIG. CODE</u>	<u>CAPACITY IN GALLONS</u>	<u>ROAD NUMBERS</u>
1	LOC	3,800	CP 381819
1	RACK	0	CP 550413
1	TM	20,500	59479
1	TM	21,000	RTCX27135
1	TMI	10,200	74872
2	TMI	13,400	77900,77910
6	TMI	13,600	76302,76305,76316,76364,76415,76827
3	TMI	15,400	77836-77837,77840
3	TMI	15,500	73496,73498-73499
1	TMI	15,800	77834
1	TMI	20,000	77642
1	TMI	20,500	25668
10	TP	33,800	38437,38446,38467,38569,38695,38856,38865, 38883,38916,90938
1	TPI	21,000	89167

33 TOTAL

STATE OF ILLINOIS)
)
COUNTY OF C O O K) SS.

CERTIFICATE

The undersigned, Claudette M Fortman, a Notary Public in and for said County, states that she compared the attached copy of the Bill of Sale dated the 22nd day of March, 1988, from the United States Trust Company of New York 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 4th day of April, 1988.

Claudette M Fortman
Notary Public