



Union Tank Car Company

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

RECORDATION NO. 7299-V FILED 1425

NOV 26 1990 -3 15 PM

INTERSTATE COMMERCE COMMISSION

November 20, 1990

0-330A071

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

RECORDATION NO. 7299-V FILED 1425

NOV 26 1990 -3 15 PM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
12th St. & Constitution Ave., N.W., Room 2215
Washington, DC 20423

Re: Equipment Trust Agreement (Series 10)
Recordation No. 7299

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Twelfth Supplemental Equipment Trust Agreement, dated as of July 31, 1990, between Union Tank Car Company and National City Bank, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$30 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5336.

Thank you.

Sincerely,

Patrick J. Allen
Senior Attorney

PJA/jf
UTC10a
Enclosures

NOV 26 3 08 PM '90
NOTICE OF FILING UNIT



RECORDATION NO. 7299-2 FILED 1425

NOV 26 1990 - 3 15 PM

INTERSTATE COMMERCIAL COMMISSION

STATE OF ILLINOIS)
)
COUNTY OF COOK)

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Bill of Sale, dated November 16, 1990, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 20th day of November, 1990.

Jean Fowler

Notary Public

utcl0a



BILL OF SALE

7299-7

NOV 26 1990 3 23 PM

NATIONAL CITY BANK
as Trustee under Equipment Trust Agreement
Dated January 15, 1974
(Series 10)
to
UNION TANK CAR COMPANY

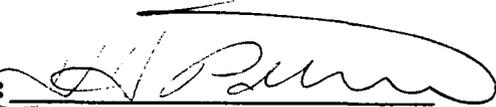
KNOW ALL MEN BY THESE PRESENTS, that National City Bank ("Trustee"), as Trustee under that certain Equipment Trust Agreement ("Agreement"), dated January 15, 1974 by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined 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 be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of November 16, 1990.

NATIONAL CITY BANK

By: 

TRUST OFFICER HOLLY H. PATTISON

(CORPORATE SEAL)

Attest:


Its TRUST OFFICER

STATE OF OHIO)
)
COUNTY OF CUYAHOGA) SS

On this 16th day of NOVEMBER, 1990, before me, a Notary Public in and for said State and County, personally appeared HOLLY H. PATTON and DEBORAH ANN ZUPKOVICH, to me personally known, who being by me duly sworn did say that they are, respectively, TRUST OFFICER and TRUST OFFICER of National City Bank, 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.

Shirley Mansell
Notary Public

My Commission Expires:

SHERLEY MANSSELL
Notary Public, State of Ohio
My Commission Expires 5-23-95

UTC2044-10

UNION TANK CAR COMPANY - TREASURERS' DEPARTMENT
 WRECKED/RETIRED CARS (SCHEDULE B)
 R 10 SERIES 10 08/15/90

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY		---DATES---		CERTIFICATE TRUST COST	NET BOOK VALUE	SUBSTITUTION VALUE*
						IN USE	WRECKED/RETIRED			
CN 374226	LOC	3,300	CUFT	3	2	04/73	04/90	\$ 27,382	\$ 3,651	\$ 3,651
UTLX 194	TM	20,000	GAL	3	2	04/73	02/90	19,708	1,988	1,988
UTLX 14078	TM	14,000	GAL	1	1	04/73	11/89	14,909	1,988	1,988
UTLX 14114	TM	14,000	GAL	1	1	04/73	11/89	14,909	1,988	1,988
UTLX 46962	TM	26,000	GAL	1	1	04/73	10/89	17,759	3,688	3,688
UTLX 46979	TM	26,000	GAL	1	1	04/73	03/90	16,096	1,466	1,466
UTLX 47470	TM	26,000	GAL	1	1	04/73	11/89	17,842	3,779	3,779
UTLX 47533	TM	20,000	GAL	1	1	04/73	09/89	15,553	2,074	2,074
UTLX 47535	TM	20,000	GAL	1	1	04/73	11/89	15,553	2,074	2,074
UTLX 47627	TM	20,000	GAL	1	1	04/73	10/89	15,829	2,111	2,111
UTLX 74467	TMI	17,000	GAL	1	1	04/73	01/90	19,460	5,995	5,995
UTLX 75363	TMI	23,000	GAL	1	1	04/73	08/89	19,283	5,771	5,771
UTLX 75679	TMI	23,000	GAL	1	1	04/73	07/90	20,123	6,833	6,833
UTLX 77125	TMI	13,500	GAL	1	1	04/73	03/90	19,794	6,339	6,339
UTLX 77168	TMI	13,500	GAL	1	1	04/73	01/90	19,794	6,339	6,339
UTLX 58298	TM	20,000	GAL	1	1	04/73	08/90	20,935	7,991	7,991
UTLX 77174	TMI	13,500	GAL	1	1	04/73	08/90	19,794	6,339	6,339
BCOL 22143	LOC	3,300	CUFT	3	3	04/73	08/90	27,057	3,608	3,608
BCOL 22143	LOC	3,300	CUFT	3	3	04/73	08/90	27,057	3,608	3,608
BCOL 22144	LOC	3,300	CUFT	3	3	04/73	08/90	26,988	3,598	3,598
BCOL 22145	LOC	3,300	CUFT	3	3	04/73	08/90	26,988	3,598	3,598
BCOL 22146	LOC	3,300	CUFT	3	3	04/73	08/90	26,988	3,598	3,598
BCOL 22147	LOC	3,300	CUFT	3	3	04/73	08/90	26,988	3,598	3,598
BCOL 22148	LOC	3,300	CUFT	3	3	04/73	08/90	26,988	3,598	3,598
BCOL 22149	LOC	3,300	CUFT	3	3	04/73	08/90	26,988	3,598	3,598
BCOL 22150	LOC	3,300	CUFT	3	3	04/73	08/90	26,988	3,598	3,598
BCOL 22151	LOC	3,300	CUFT	3	3	04/73	08/90	26,988	3,598	3,598
BCOL 22152	LOC	3,300	CUFT	3	3	04/73	08/90	26,988	3,598	3,598
BCOL 22153	LOC	3,300	CUFT	3	3	04/73	08/90	26,988	3,598	3,598
BCOL 22154	LOC	3,300	CUFT	3	3	04/73	08/90	26,988	3,598	3,598
BCOL 22155	LOC	3,300	CUFT	3	3	04/73	08/90	26,988	3,598	3,598
BCOL 22156	LOC	3,300	CUFT	3	3	04/73	08/90	26,988	3,598	3,598
BCOL 22157	LOC	3,300	CUFT	3	3	04/73	08/90	26,988	3,598	3,598
BCOL 22158	LOC	3,300	CUFT	3	3	04/73	08/90	26,988	3,598	3,598
BCOL 22159	LOC	3,300	CUFT	3	3	04/73	08/90	26,988	3,598	3,598
BCOL 22160	LOC	3,300	CUFT	3	3	04/73	08/90	26,988	3,598	3,598
BCOL 22161	LOC	3,300	CUFT	3	3	04/73	08/90	26,988	3,598	3,598
BCOL 22162	LOC	3,300	CUFT	3	3	04/73	08/90	26,988	3,598	3,598
BCOL 22163	LOC	3,300	CUFT	3	3	04/73	08/90	26,988	3,598	3,598
BCOL 22164	LOC	3,300	CUFT	3	3	04/73	08/90	26,988	3,598	3,598
BCOL 22165	LOC	3,300	CUFT	3	3	04/73	08/90	26,988	3,598	3,598
BCOL 22166	LOC	3,300	CUFT	3	3	04/73	08/90	26,988	3,598	3,598
BCOL 22167	LOC	3,300	CUFT	3	3	04/73	08/90	26,988	3,598	3,598
BCOL 22168	LOC	3,300	CUFT	3	3	04/73	08/90	26,988	3,598	3,598
BCOL 22169	LOC	3,300	CUFT	3	3	04/73	08/90	26,988	3,598	3,598
BCOL 22170	LOC	3,300	CUFT	3	3	04/73	08/90	26,988	3,598	3,598

NUMBER OF CARS 36 \$ 827,633 \$ 110,346 \$111,860

*The greater of: Sale, scrap, or net book value