



Union Tank Car Company

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

RECORDATION NO. 6372 V FILED 1425

RECORDATION NO. 6372 21 FILED 1425

December 4, 1990

DEC 7 1990 -2 35 PM

DEC 7 1990 -2 35 PM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

0-341A042

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

Re: Equipment Trust Agreement (Series 8)
Recordation No. 6372

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Twelfth Supplemental Equipment Trust Agreement, dated July 31, 1990, between Union Tank Car Company and Citibank, N.A., 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
UTC8a
Enclosures

RECEIVED
DEC 7 1990
06:14 PM



Interstate Commerce Commission
Washington, D.C. 20423

12/11/90

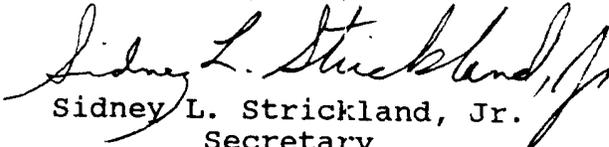
OFFICE OF THE SECRETARY

Patrick J. Allen
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 12/7/90 at 2:35pm, and assigned recordation number(s). 6372-U & 6372-V

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

BILL OF SALE

6372-V
RECORDED TO FILED MS

DEC 7 1990 -2 35 PM

CITIBANK, N.A.
as Trustee under Equipment Trust Agreement
Dated October 1, 1971
(Series 8)

INTERSTATE COMMERCE COMMISSION

to
UNION TANK CAR COMPANY

KNOW ALL MEN BY THESE PRESENTS, that Citibank, N.A. ("Trustee"), as Trustee under that certain Equipment Trust Agreement ("Agreement"), dated October 1, 1971 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 27, 1990.

CITIBANK, N.A.

By: [Signature]
S. B. HINES
ASSISTANT VICE PRESIDENT

(CORPORATE SEAL)

Attest:

[Signature]
Its _____
TRUST OFFICER

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 WRECKED/RETIRED TANKS (SCHEDULE B)
 R B SERIES B 07/31/90

PAGE 1

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CU CTY		-----DATES-----		CERTIFICATE TRUST COST	NET BOOK VALUE	SUBSTITUTION VALUE *
						IN USE	WRECKED/RETIRED			
374156	LUC	3,800	CUFT	3	2	10/70	12/89	\$ 25,481	\$ 319	\$ 15,000
374157	LUC	3,800	CUFT	3	2	10/70	12/89	25,481	319	15,000
374158	LUC	3,800	CUFT	3	2	10/70	12/89	25,481	319	15,000
374159	LUC	3,800	CUFT	3	2	10/70	12/89	25,481	319	15,000
48086	TPT	17,300	GAL	1	1	10/70	12/89	19,106	239	9,568
48095	TM	20,000	GAL	1	1	10/70	09/89	14,998	187	2,605
48700	TM	20,000	GAL	1	1	10/70	11/89	14,178	177	2,374
73964	TML	13,400	GAL	3	2	10/70	03/90	20,369	255	2,100
74023	TML	8,000	GAL	1	1	10/70	09/89	16,138	202	1,515
74652	TM	20,000	GAL	1	1	10/70	03/90	26,198	327	1,308
80301	LUC	3,800	CUFT	1	1	10/70	12/89	20,680	258	1,041
-----								-----		-----
NUMBER OF CARS		11						\$ 233,591	\$ 2,921	\$ 80,511

*Scrap or sale value