



Union Tank Car Company

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

January 4, 1991

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

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 Eleventh Supplemental Equipment Trust Agreement dated as of October 31, 1989, 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

\$30.00

RECORDATION NO. 6372-2W

JAN 17 1991 4 10 PM

INTERSTATE COMMERCE COMMISSION

1-017A023

RECORDATION NO. 6372-7

JAN 17 1991 2 56 PM

INTERSTATE COMMERCE COMMISSION

MOTOR VEHICLE UNIT
JAN 17 2 56 PM '91



Interstate Commerce Commission
Washington, D.C. 20423

1/24/91

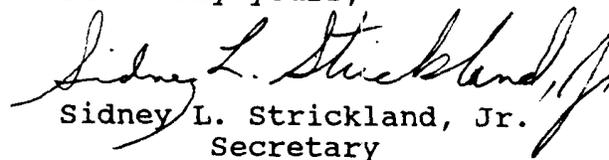
OFFICE OF THE SECRETARY

Jack E. Jerrett, Esq
Union Pacific Corporation
Martin Tower
Eighth & Eaton Avenues
Bethlehem, PA. 18018

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 1/17/91 at 3:05pm, and assigned recordation number(s). 6372-W, 6372-X & 13373-L & 13373-M

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDED BY 6372
JAN 17 1991 4:00 PM
INTERSTATE COMMERCE COMMISSION

BILL OF SALE
CITIBANK, N.A.
as Trustee under Equipment Trust Agreement
Dated October 1, 1971 (Series 8)
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"), a Delaware corporation, 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 hereby 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 attached 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 officer hereunto duly authorized, and its seal to be hereunto affixed and attested, as of December 14, 1989.

96 JMM

CITIBANK, N.A.

By: [Signature]
Title: VICE PRESIDENT

(SEAL)

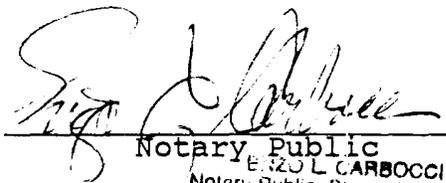
Attest:

[Signature]
Title: SENIOR TRUST OFFICER

UTCARS8

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS

On this 14th day of December, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared S.D. MILO and B. HIBBONS, to me personally known, who being by me duly sworn did say that they are, respectively, the ASSISTANT VICE PRESIDENT and the GENERAL TRUST OFFICER of Citibank, N.A., that the seal affixed to the foregoing instrument is the 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
E. J. CARBOCCI
Notary Public, State of New York
No. 43-5605565
Qualified in Richmond County
Certificate Filed in New York County
Term Expires March 30, 1992

My Commission Expires:

UTCARS8

PROGRAM ACTB1027

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

RUN DATE: 7/31/85

CERTIFICATE TRUST SERIES: R008

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
1	BOXF	60	CPAA205094
1	TA	13,000	TCDX13236
2	TM	14,500	13173,13187
9	TM	20,000	48096,48106,58703,58718,58727,58729,58745, 58916,58925
2	TMI	8,000	74001,74017
5	TMI	12,200	42233,42235,42239,42245,42252
4	TMI	13,333	75940,75952,75960,75980
3	TMI	20,000	75504,75509-75510
1	TMI	26,000	74693
1	TP	26,000	37312
7	TP	33,800	37633,37652,37750,37800,37838,37888,38094
1	TPA	14,000	13150
3	TP I	17,300	28091,28109,28129
40 TOTAL			

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT

WRECKED/RETIRED CARS (SCHEDULE B)

R 8 SERIES 8 07/28/89

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CG CTY		-----DATES-----		CERTIFICATE	NET BOOK VALUE
						IN USE	WRECKED/ RETIRED		
LPAA 203094	BOXF	60	FEET	3	2	10/70	01/89	\$ 21,395	\$ 1,337
TCDX 13236	TA	13.000	GAL	1	1	06/78	05/89	36,195	1,185
UTLX 13150	TPA	14.000	GAL	1	1	10/70	01/89	14,995	25,260
UTLX 13173	TH	14.500	GAL	1	1	10/70	11/88	19,408	817
UTLX 13187	TH	14.500	GAL	1	1	10/70	05/89	19,407	1,230
UTLX 28091	TPI	17.300	GAL	1	1	10/70	06/89	19,404	3,690
UTLX 28109	TPI	17.300	GAL	1	1	10/70	06/89	19,403	1,909
UTLX 28129	TPI	17.300	GAL	1	1	10/70	02/88	19,403	3,155
UTLX 37312	TP	26.000	GAL	1	1	10/70	04/89	20,502	22,800
UTLX 37633	TP	33.800	GAL	1	1	10/70	11/88	17,842	18,500
UTLX 37652	TP	33.800	GAL	1	1	10/70	11/88	17,842	18,500
UTLX 37750	TP	33.800	GAL	1	1	10/70	11/88	17,711	18,500
UTLX 37800	TP	33.800	GAL	1	1	10/70	12/88	17,711	18,500
UTLX 37838	TP	33.800	GAL	1	1	10/70	11/88	17,780	18,500
UTLX 37868	TP	33.800	GAL	1	1	10/70	09/88	17,780	2,277
UTLX 38094	TP	33.800	GAL	1	1	10/70	08/88	17,068	1,681
UTLX 42233	TH1	12.200	GAL	1	1	10/70	12/88	29,014	4,500
UTLX 42235	TH1	12.200	GAL	1	1	10/70	04/89	29,014	7,183
UTLX 42239	TH1	12.200	GAL	1	1	10/70	10/88	29,015	4,883
UTLX 42245	TH1	12.200	GAL	1	1	10/70	08/88	29,061	4,318
UTLX 42252	TH1	12.200	GAL	1	1	10/70	04/88	29,061	938
UTLX 48096	TH	20.000	GAL	1	1	10/70	04/89	14,998	1,174
UTLX 48106	TH	20.000	GAL	1	1	10/70	06/88	14,998	26,076
UTLX 58703	TH	20.000	GAL	1	1	10/70	04/89	17,225	38,863
UTLX 58710	TH	20.000	GAL	1	1	10/70	04/89	17,225	39,067
UTLX 58727	TH	20.000	GAL	1	1	10/70	04/89	17,225	39,067
UTLX 58729	TH	20.000	GAL	1	1	10/70	01/89	17,225	39,067
UTLX 58745	TH	20.000	GAL	1	1	10/70	12/87	17,225	2,660
UTLX 58910	TH	20.000	GAL	1	1	10/70	05/88	15,392	2,660
UTLX 58955	TH	20.000	GAL	1	1	10/70	08/88	15,393	2,447
UTLX 74693	TH1	20.000	GAL	1	1	10/70	05/89	26,198	2,864
UTLX 75504	TH1	20.000	GAL	1	1	10/70	04/88	17,488	2,429
UTLX 75509	TH1	20.000	GAL	1	1	10/70	05/89	17,488	28,805
UTLX 75510	TH1	20.000	GAL	1	1	10/70	06/87	17,488	1,605
UTLX 75940	TH1	13.333	GAL	1	1	10/70	06/88	17,685	1,605
UTLX 75952	TH1	13.333	GAL	1	1	10/70	01/89	17,685	1,165
UTLX 75960	TH1	13.333	GAL	1	1	10/70	12/88	17,685	1,834
UTLX 75980	TH1	13.333	GAL	1	1	10/70	11/88	17,685	2,988
UTLX 74001	TH1	6.000	GAL	1	1	10/70	07/89	16,139	1,221
UTLX 74017	TH1	6.000	GAL	1	1	10/70	07/89	16,138	1,644

NUMBER OF GALL

46

\$ 786,291

416,904