

12791-S  
HOGAN & HARTSON

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WASHINGTON DC 20004-1109  
(202) 637-5600

PETER F. ROUSSELOT  
PARTNER  
DIRECT DIAL (202) 637-5720

12791-C

BRUSSELS  
LONDON  
PARIS  
PRAGUE  
WARSAW  
BALTIMORE, MD  
BETHESDA, MD  
McLEAN, VA

September 29, 1992

Sydney L. Strickland  
Secretary  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Washington, D.C. 20423  
ATTN: Mrs. Mildred Lee

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one original executed copy and two notarized photostatic copies of the following documents:

1. Amendment to Termination of Trust Agreement executed by Union Tank Car Company, as Company, and Manufacturers Hanover Trust Company, as Trustee, dated September 25, 1992.
2. Amendment to Bill of Sale executed by Union Tank Car Company, as Company, and Manufacturers Hanover Trust Company, as Trustee, dated September 25, 1992.

A description of the railroad equipment covered by the enclosed document is set forth in Schedule A-1 to both of the above-referenced documents.

These documents are to be filed in Recordation No. 12791, as an amendment to the Termination of Trust Agreement dated January 15, 1992 to that Equipment Trust Agreement dated January 15, 1981, and Bill of Sale dated January 15, 1992.

The names and addresses of the aforementioned parties to the enclosed documents are as follows:

Union Tank Car Company  
39 South LaSalle Street  
Chicago, Illinois 60603

12791-C  
SEP 29 1992  
76.11.26.4 10:45

*Charterparty*

HOEHN & HARTSON

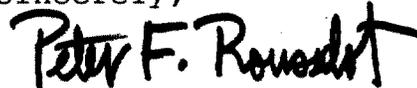
Sydney L. Strickland  
September 29, 1992  
Page 2

Manufacturers Hanover Trust Company  
c/o Chemical Bank  
450 West 33rd Street  
New York, New York 10001-2697

Enclosed is a check in the amount of \$32.00 payable to the order of the Interstate Commerce Commission, covering the required recordation fee. Kindly return one stamped photostatic copy of the enclosed document, as well as a stamped photostatic copy of this letter by return messenger.

Please feel free to contact me with any questions which you may have concerning the above.

Sincerely,



Peter F. Rousselot

Enclosures

cc: Patrick J. Allen, Esq.  
Sheila Glancy, Esq.

2309R

AMENDMENT  
TO  
BILL OF SALE

127910  
SEP 28 1992  
INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT TO BILL OF SALE is dated as of September 25, 1992, by Manufacturers Hanover Trust Company, as Trustee ("Trustee").

Recitals

A. Trustee previously has executed a Bill of Sale dated as of January 15, 1992, in compliance with Section 5.05 of that Equipment Trust Agreement ("Trust Agreement") dated as of January 15, 1981, in order to make clear that title to the Trust Equipment is vested in Union Tank Car Company ("Company").

B. Schedule A to the Bill of Sale failed to list the new numbers which had been recorded with the Interstate Commerce Commission for certain of such Trust Equipment.

C. Trustee wishes to amend the Bill of Sale to include the new numbers which had been recorded with the Interstate Commerce Commission for certain of such Trust Equipment.

Witnesseth:

KNOW ALL MEN BY THESE PRESENTS, that Manufacturers Hanover Trust Company, as Trustee under the Trust Agreement, does hereby amend the Bill of Sale dated as of January 15, 1992 and referred to above by substituting for those cars with WCTR marks which are listed on Schedule A-1 attached hereto and which are listed on the Schedule A attached to such Bill of Sale, the new QC marks or new ICG marks, as applicable, listed on Schedule A-1 attached hereto.

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 September 28, 1992.

CHEMICAL BANK, successor by merger to  
MANUFACTURERS HANOVER TRUST COMPANY  
as Trustee

By: Ann G. Brewer  
Title: Assistant Vice President

(CORPORATE SEAL)

Attest:

Ed [Signature]  
Its: Trust Officer



SCHEDULE A-1

OLD WCTU MARKS

WCTR 102301  
WCTR 102309  
WCTR 102313  
WCTR 102314  
WCTR 102319  
WCTR 102331  
WCTR 102332  
WCTR 102335  
WCTR 102336  
WCTR 102340  
WCTR 102343  
WCTR 102344  
WCTR 102351  
WCTR 102353  
WCTR 102356  
WCTR 102358  
WCTR 102362  
WCTR 102363  
WCTR 102367  
WCTR 102373  
WCTR 102377  
WCTR 102383  
WCTR 102384  
WCTR 103386  
WCTR 102392  
WCTR 102393  
WCTR 102398  
WCTR 102401  
WCTR 102402  
WCTR 102404  
WCTR 102406  
WCTR 102411

NEW QC MARKS

QC 74087  
QC 74021  
QC 74078  
QC 74041  
QC 74056  
QC 74013  
QC 74065  
QC 74068  
QC 74049  
QC 74050  
QC 74073  
QC 74089  
QC 74042  
QC 74008  
QC 74019  
QC 74051  
QC 74071  
QC 74048  
QC 74081  
QC 74009  
QC 74047  
QC 74034  
QC 74044  
QC 74037  
QC 74090  
QC 74022  
QC 74070  
QC 74005  
QC 74062  
QC 74097  
QC 74016  
QC 74029

OLD WCTU MARKS

WCTR 102416  
WCTR 102420  
WCTR 102421  
WCTR 102423  
WCTR 102427  
WCTR 102428  
WCTR 102435  
WCTR 102436  
WCTR 102437  
WCTR 102441  
WCTR 102443  
WCTR 102444  
WCTR 102448  
WCTR 102449  
WCTR 102454  
WCTR 102455  
WCTR 102457  
WCTR 102458  
WCTR 102461  
WCTR 102462  
WCTR 102463  
WCTR 102465  
WCTR 102466  
WCTR 102471  
WCTR 102472  
WCTR 102477  
WCTR 102481  
WCTR 102483  
WCTR 102484  
WCTR 102488  
WCTR 102495  
WCTR 102497

NEW QC MARKS

QC 74059  
QC 74011  
QC 74035  
QC 74083  
QC 74072  
QC 74064  
QC 74096  
QC 74025  
QC 74054  
QC 74030  
QC 74027  
QC 74040  
QC 74058  
QC 74082  
QC 74052  
QC 74018  
QC 74004  
QC 74084  
QC 74091  
QC 74017  
QC 74007  
QC 74031  
QC 74079  
QC 74069  
QC 74098  
QC 74001  
QC 74023  
QC 74053  
QC 74024  
QC 74095  
QC 74094  
QC 74076

SCHEDULE A-1

OLD WCTU MARKS		NEW ICG MARKS		OLD WCTU MARKS		NEW ICG MARKS	
WCTR	102300	ICG	531805	WCTR	102394	ICG	531894
WCTR	102302	ICG	531829	WCTR	102395	ICG	531896
WCTR	102303	ICG	531831	WCTR	102397	ICG	531820
WCTR	102304	ICG	531887	WCTR	102399	ICG	531876
WCTR	102306	ICG	531897	WCTR	102400	ICG	531864
WCTR	102308	ICG	531837	WCTR	102405	ICG	531857
WCTR	102316	ICG	531854	WCTR	102408	ICG	531823
WCTR	102317	ICG	531847	WCTR	102409	ICG	531841
WCTR	102318	ICG	531874	WCTR	102412	ICG	531810
WCTR	102323	ICG	531855	WCTR	102413	ICG	531851
WCTR	102324	ICG	531875	WCTR	102415	ICG	531856
WCTR	102325	ICG	531880	WCTR	102417	ICG	531840
WCTR	102329	ICG	531846	WCTR	102418	ICG	531824
WCTR	102334	ICG	531898	WCTR	102424	ICG	531853
WCTR	102337	ICG	531807	WCTR	102425	ICG	531891
WCTR	102338	ICG	531882	WCTR	102429	ICG	531843
WCTR	102342	ICG	531860	WCTR	102432	ICG	531814
WCTR	102347	ICG	531822	WCTR	102434	ICG	531890
WCTR	102349	ICG	531881	WCTR	102442	ICG	531819
WCTR	102352	ICG	531865	WCTR	102445	ICG	531852
WCTR	102355	ICG	531883	WCTR	102450	ICG	531832
WCTR	102357	ICG	531886	WCTR	102451	ICG	531813
WCTR	102359	ICG	531844	WCTR	102452	ICG	531850
WCTR	102361	ICG	531859	WCTR	102456	ICG	531828
WCTR	102364	ICG	531889	WCTR	102460	ICG	531861
WCTR	102365	ICG	531827	WCTR	102468	ICG	531878
WCTR	102366	ICG	531845	WCTR	102475	ICG	531866
WCTR	102369	ICG	531879	WCTR	102478	ICG	531825
WCTR	102370	ICG	531815	WCTR	102478	ICG	531825
WCTR	102371	ICG	531892	WCTR	102479	ICG	531800
WCTR	102376	ICG	531858	WCTR	102482	ICG	531812
WCTR	102378	ICG	531872	WCTR	102485	ICG	531817
WCTR	102381	ICG	531869	WCTR	102487	ICG	531862
WCTR	102382	ICG	531801	WCTR	102490	ICG	531871
WCTR	102387	ICG	531863	WCTR	102492	ICG	531833
WCTR	102390	ICG	531873	WCTR	102493	ICG	531809
WCTR	102391	ICG	531849	WCTR	102499	ICG	531830
				WCTR	102496	ICG	531877