

# HOGAN & HARTSON

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BALTIMORE, MARYLAND 21202  
301/659-2700

8300 GREENSBORO DRIVE  
MCLEAN, VIRGINIA 22102  
703/848-2600

RECORDATION NO. 11858 ✓

OCT 2 1992-3:40 PM

INTERSTATE COMMERCE COMMISSION

October 2, 1992

RECORDATION NO. 11858 R ✓

OCT 2 1992-3:40 PM

INTERSTATE COMMERCE COMMISSION

OCT 2 3 30 PM '92  
NOTARY PUBLIC UNIT

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. Seventh Supplemental Trust Agreement executed by Union Tank Car Company, as Company, and The First National Bank of Boston, as Trustee, dated August 31, 1992.
2. Bill of Sale executed by Union Tank Car Company, as Company, and The First National Bank of Boston, as Trustee, dated September 17, 1992.

A description of the railroad equipment covered by the enclosed document is set forth in Schedules A and B to the Equipment Trust Agreement.

These documents are to be filed in Recordation No. 11858. The enclosed Trust Agreement is an amendment to the Equipment Trust Agreement dated May 15, 1980.

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

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

*Carroll*

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The First National Bank of Boston  
P.O. Box 1618  
Boston, Massachusetts 02105-1618

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 two stamped photostatic copies 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.

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INTERSTATE COMMERCE COMMISSION

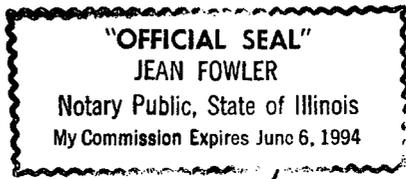
STATE OF ILLINOIS )  
COUNTY OF COOK )

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 September 17, 1992 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 18th day of September, 1992.

*Jean Fowler*  
Notary Public



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BILL OF SALE

INTERSTATE COMMERCE COMMISSION

THE FIRST NATIONAL BANK OF BOSTON  
as Trustee under Equipment Trust Agreement  
Dated as of May 15, 1980  
(Series 17)  
to  
UNION TANK CAR COMPANY

KNOW ALL MEN BY THESE PRESENTS, that The First National Bank of Boston, as Trustee under that certain Equipment Trust Agreement ("Agreement") dated as of May 15, 1980, 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 September 17, 1992.

THE FIRST NATIONAL BANK OF BOSTON  
AS TRUSTEE

By: [Signature]

ACCOUNT MANAGER

(CORPORATE SEAL)

Attest:

[Signature]

Its

ACCOUNT MANAGER

