



Union Tank Car Company

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

RECORDED TO 11858-21 ✓
FILED 1185

NOV 23 1993 2 55 PM

VIA CERTIFIED MAIL - RETURN RECEIPT REQUESTED

INTERSTATE COMMERCE COMMISSION

November 3, 1993

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

RECORDED TO 11858-21
FILED 1185

NOV 23 1993 2 55 PM

INTERSTATE COMMERCE COMMISSION

Attn: Ms. Mildred R. Lee
Room 2303

Re: Equipment Trust Agreement (Series 17)
Recordation No. 11858

Dear Ms. Lee:

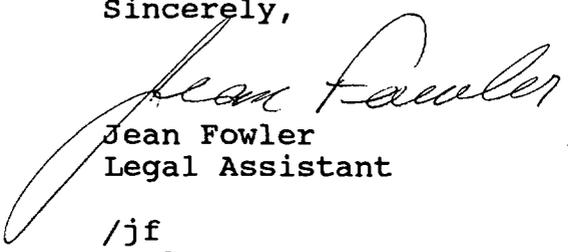
Enclosed are the original and two certified copies of the Eighth Supplemental Equipment Trust Agreement dated as of July 31, 1993, between Union Tank Car Company and The First National Bank of Boston, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee 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 \$32 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) 845-5457.

Thank you.

Sincerely,


Jean Fowler
Legal Assistant

/jff
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

11/24/93

OFFICE OF THE SECRETARY

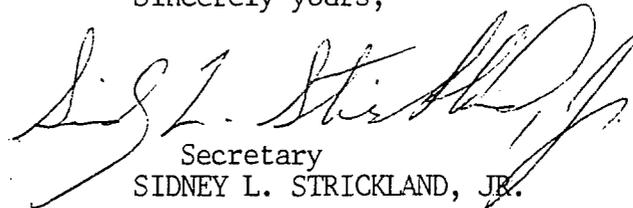
Jean Fowler
Legal Assistant
Union Tank Car Company
225 West Washington Street
Chicago, Illinois 60606

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 11/23/93 at 2:55pm, and assigned
recordation number(s).

9111-0 9111-P. 11858-T & 11858-U

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

11858-21 ✓
NOV 23 1993 4:55 PM
INTERSTATE COMMERCE COMMISSION

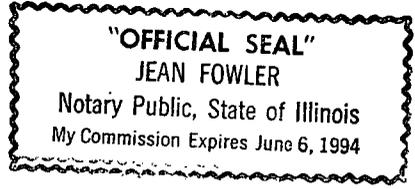
STATE OF ILLINOIS)
)
COUNTY OF COOK)

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 October 25, 1993 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 first day of November, 1993.

Jean Fowler
Notary Public



11858-21
FILED NO. ✓
NOV 23 1993 9 55 PM

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 July 31, 1993.

THE FIRST NATIONAL BANK OF BOSTON,
AS TRUSTEE

By: [Signature]
ACCOUNT MANAGER

(CORPORATE SEAL)

Attest:

[Signature]
Its ASSISTANT CASHIER

Commonwealth

STATE OF MASSACHUSETTS)
COUNTY OF Norfolk) SS

On this 25th day of OCTOBER, 1993, before me, a Notary Public in and for said State and County, personally appeared ROLAND S. GUSTAFSEN and G. PATRICK MURPHY, to me personally known, who being by me duly sworn did say that they are, respectively, ACCOUNT MANAG. and ASSISTANT CASHIER of The First National Bank of Boston, 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.

Ch. A.

Notary Public

My Commission Expires:

9/27/96

UTC2044

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 SCHEDULE B - DESCRIPTION OF RETIRED EQUIPMENT
 TERMINATED EQUIPMENT

PROGRAM ACTB1027

07/31/93

CERTIFICATE TRUST SERIES: R017

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
15	BOXT	70	BCIT841991, BCIT842019, BCIT842052, BCIT842097, MAR 50125, MAR 50134, MAR 50161, MAR 50164, WCTR101566-WCTR101567, WCTR101630, WCTR101920, WCTR101959, WCTR102026, WCTR102221
1	COVE	4,650	UNPX120378
2	TA	13,500	UTLX13037, UTLX13091
3	TA	13,684	UTLX11362, UTLX11370, UTLX11415
3	TA	14,000	UTLX1598, UTLX1613, UTLX11269
1	TM	14,000	UTLX24885
1	TM	20,000	UTLX69835
4	TM	23,500	UTLX68326, UTLX68328, UTLX68964, UTLX68970
1	TP	17,300	UTLX27737
1	TP1	34,000	UTLX98749

 32 TOTAL