



## Union Tank Car Company

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

RECORDATION NO. 11858-Z, AA FILED

APR 20 '99 11-00AM

April 14, 1999

Surface Transportation Board  
12th Street & Constitution Avenue, N.W.  
Washington, DC 20423

Attn: Ms. Janice M. Fort  
Room 2311

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

Dear Ms. Fort:

Enclosed are the original and two certified copies of the Eleventh Supplemental Equipment Trust Agreement dated as of April 2, 1999, between Union Tank Car Company and State Street Bank, as Trustee, and the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

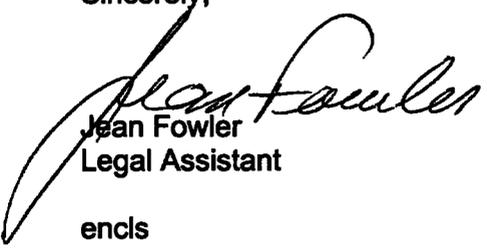
Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$52 for the filing fee.

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

encls  
UTC4066

RECORDATION NO. 11858-AA FILED ✓

APR 20 '99 11-00AM

**BILL OF SALE**

**STATE STREET BANK AND TRUST COMPANY**

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 State Street Bank and Trust Company, as Successor to The First National Bank of Boston, as Trustee under that certain Equipment Trust Agreement dated as of May 15, 1980 ("Trust Agreement"), by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Trust Agreement) to be substituted under the Trust Agreement and other compliance by Company with the terms of the Trust 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 Trust Agreement, which was recorded with the Surface Transportation Board (formerly 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 April 2, 1999.

**STATE STREET BANK AND TRUST COMPANY**

Attest:

  
Lori L. LaPenta  
Assistant Secretary

By:   
Its **ASSISTANT VICE PRESIDENT**

STATE OF MASSACHUSETTS)

COUNTY OF ) ss  
)

On April 9, 1999, before me, a Notary Public in and for said State and County, personally appeared ROLAND S. GUSTAFSEN and LOUI L. LAPENTA, to me personally known, who being by me duly sworn did say that they are, respectively, VICE PRESIDENT and ASST SECRETARY of State Street Bank and Trust Company, 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.



Beverly Ann Burack  
Notary Public

BEVERLY ANN BURACK  
Notary Public  
My Commission Expires April 16, 2004

UTC2044

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
DESCRIPTION OF EQUIPMENT TO BE SOLD - SCHEDULE B  
SERIES 17 (R17)

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
87	C214	5,280 CUFT.	NAR 50001-50009, 50011-50030 NAR 50101-50103, 50106-50107, 50109-50117, 50119-50122, 50126-50131, 50133, 50135-50144, 50146-50160, 50162-50163, 50165- 50170
<u>87</u>	TOTAL CARS		