



**Union Tank Car Company**

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

January 24, 1990

**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 13)  
Recordation No. 8150  
Recordation Date: December 22, 1975

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Eighth Supplemental Equipment Trust Agreement, dated October 23, 1989, between Union Tank Car Company and Chemical Bank, 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  
UTC/ICC  
Enclosures

RECORDATION NO. 8150-N FILED 1425

JAN 29 1990 -3 50 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 8150-O FILED 1425

JAN 29 1990 -3 50 PM

INTERSTATE COMMERCE COMMISSION



RECORDATION NO 8152-0 FILED 1624

JAN 29 1990 -3 50 PM

INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK )

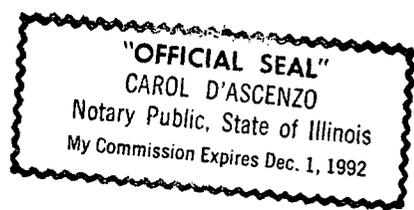
CERTIFICATE

The undersigned, Carol D'Ascenzo, a Notary Public, hereby states that she has compared the attached copy of the Bill of Sale, dated December 29, 1989, 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 24th day of January, 1990.

*Carol D'Ascenzo*  
Notary Public

4066e



RECORDATION NO 8150-0 FILED 142

JAN 29 1990 - 3 50 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

CHEMICAL BANK  
as Trustee under Equipment Trust Agreement  
Dated December 15, 1975 (Series 13)  
to  
UNION TANK CAR COMPANY

KNOW ALL MEN BY THESE PRESENTS, that Chemical Bank ("Trustee"), as Trustee under that certain Equipment Trust Agreement ("Agreement") dated December 15, 1975, 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 29, 1989.

CHEMICAL BANK

By: [Signature]  
Title: Trust Officer

(SEAL)

Attest:  
[Signature]  
Title: Trust Officer

UTCARS13

STATE OF New York )  
COUNTY OF New York ) SS

On this 29<sup>th</sup> day of December, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared M. B. Johnston and M. Kelly and M. B. Johnston, to me personally known, who being by me duly sworn did say that they are, respectively, the Trust Officer and the Trust Officer of Chemical Bank, 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.

*Louis Bodi*

Notary Public

My Commission Expires:

2/8/90

LOUIS BODI  
Notary Public, State of New York  
No. 404912301  
Qualified in Richmond County  
Certificate filed in New York County  
Commission Expires February 8, 1990

UTCARS13

PROGRAM ACTB1027

CERTIFICATE TRUST SERIES: R013

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

RUN DATE: 7/31/89

| QUANTITY | A.A.R. MECHANICAL<br>DESIG. CODE | CAPACITY<br>IN<br>GALLONS | ROAD NUMBERS  |
|----------|----------------------------------|---------------------------|---|
| 1        | BOXT                             | 70                        | BCIT841340  |
| 1        | TA                               | 12,300                    | 12834   |
| 1        | TM                               | 13,000                    | 70032   |
| 1        | TM                               | 14,500                    | 12084   |
| 1        | TM                               | 23,500                    | 75143   |
| 49       | TP                               | 26,000                    | 37226-37239, 37241-37249, 37368-37374, 37377,<br>37379-37381, 37384, 37390-37394, 37396-37404 |
| -----    |                                  |                           |   |
| 54       | TOTAL                            |                           |   |

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT

WRECKED/RETIRED CARS (SCHEDULE B)

R 13 SERIES 13

07/26/89

| ROAD NUMBER | AAR CODE | CAR CAPACITY | UNIT MEAS | -CODES- |     | ----DATES---- |                 | CERTIFICATE TRUST COST | NET BOOK VALUE |
|-------------|----------|--------------|-----------|---------|-----|---------------|-----------------|------------------------|----------------|
|             |          |              |           | CO      | CTY | IN USE        | WRECKED/RETIRED |                        |                |
| BCIT 841340 | BOXT     | 70           | TON       | 3       | 2   | 10/75         | 01/89           | \$ 26,852              | \$ 8,391       |
| UTLX 12084  | TM       | 14,500       | GAL       | 1       | 1   | 08/75         | 01/89           | 30,961                 | 9,159          |
| UTLX 12834  | TA       | 12,300       | GAL       | 1       | 1   | 09/75         | 08/88           | 26,864                 | 8,285          |
| UTLX 37226  | TF       | 26,000       | GAL       | 1       | 1   | 10/75         | 04/89           | 31,319                 | 9,787          |
| UTLX 37227  | TF       | 26,000       | GAL       | 1       | 1   | 10/75         | 04/89           | 31,318                 | 9,787          |
| UTLX 37228  | TF       | 26,000       | GAL       | 1       | 1   | 10/75         | 04/89           | 31,318                 | 9,787          |
| UTLX 37229  | TF       | 26,000       | GAL       | 1       | 1   | 10/75         | 04/89           | 31,318                 | 9,787          |
| UTLX 37230  | TF       | 26,000       | GAL       | 1       | 1   | 10/75         | 04/89           | 31,318                 | 9,787          |
| UTLX 37231  | TF       | 26,000       | GAL       | 1       | 1   | 10/75         | 04/89           | 31,318                 | 9,787          |
| UTLX 37232  | TF       | 26,000       | GAL       | 1       | 1   | 10/75         | 04/89           | 31,318                 | 9,787          |
| UTLX 37233  | TF       | 26,000       | GAL       | 1       | 1   | 10/75         | 04/89           | 31,318                 | 9,787          |
| UTLX 37234  | TF       | 26,000       | GAL       | 1       | 1   | 10/75         | 04/89           | 31,318                 | 9,787          |
| UTLX 37235  | TF       | 26,000       | GAL       | 1       | 1   | 10/75         | 04/89           | 31,318                 | 9,787          |
| UTLX 37236  | TF       | 26,000       | GAL       | 1       | 1   | 10/75         | 04/89           | 30,511                 | 9,535          |
| UTLX 37237  | TF       | 26,000       | GAL       | 1       | 1   | 10/75         | 04/89           | 30,511                 | 9,535          |
| UTLX 37238  | TF       | 26,000       | GAL       | 1       | 1   | 10/75         | 04/89           | 30,511                 | 9,535          |
| UTLX 37239  | TF       | 26,000       | GAL       | 1       | 1   | 10/75         | 04/89           | 30,511                 | 9,535          |
| UTLX 37241  | TF       | 26,000       | GAL       | 1       | 1   | 10/75         | 04/89           | 30,511                 | 9,535          |
| UTLX 37242  | TF       | 26,000       | GAL       | 1       | 1   | 10/75         | 04/89           | 30,511                 | 9,535          |
| UTLX 37243  | TF       | 26,000       | GAL       | 1       | 1   | 10/75         | 04/89           | 30,511                 | 9,535          |
| UTLX 37244  | TF       | 26,000       | GAL       | 1       | 1   | 10/75         | 04/89           | 30,511                 | 9,535          |
| UTLX 37245  | TF       | 26,000       | GAL       | 1       | 1   | 10/75         | 04/89           | 30,511                 | 9,535          |
| UTLX 37246  | TF       | 26,000       | GAL       | 1       | 1   | 10/75         | 04/89           | 30,511                 | 9,535          |
| UTLX 37247  | TF       | 26,000       | GAL       | 1       | 1   | 10/75         | 04/89           | 30,511                 | 9,535          |
| UTLX 37248  | TF       | 26,000       | GAL       | 1       | 1   | 10/75         | 04/89           | 30,511                 | 9,535          |
| UTLX 37249  | TF       | 26,000       | GAL       | 1       | 1   | 10/75         | 04/89           | 30,512                 | 9,535          |
| UTLX 37368  | TF       | 26,000       | GAL       | 1       | 1   | 09/75         | 04/89           | 30,121                 | 9,287          |
| UTLX 37369  | TF       | 26,000       | GAL       | 1       | 1   | 09/75         | 04/89           | 30,121                 | 9,287          |
| UTLX 37370  | TF       | 26,000       | GAL       | 1       | 1   | 09/75         | 04/89           | 30,121                 | 9,287          |
| UTLX 37371  | TF       | 26,000       | GAL       | 1       | 1   | 09/75         | 04/89           | 30,121                 | 9,287          |
| UTLX 37372  | TF       | 26,000       | GAL       | 1       | 1   | 09/75         | 04/89           | 30,121                 | 9,287          |
| UTLX 37373  | TF       | 26,000       | GAL       | 1       | 1   | 09/75         | 04/89           | 30,121                 | 9,287          |
| UTLX 37374  | TF       | 26,000       | GAL       | 1       | 1   | 09/75         | 04/89           | 30,121                 | 9,287          |
| UTLX 37377  | TF       | 26,000       | GAL       | 1       | 1   | 09/75         | 04/89           | 30,121                 | 9,287          |
| UTLX 37379  | TF       | 26,000       | GAL       | 1       | 1   | 10/75         | 04/89           | 30,121                 | 9,413          |
| UTLX 37380  | TF       | 26,000       | GAL       | 1       | 1   | 09/75         | 04/89           | 30,121                 | 9,287          |
| UTLX 37381  | TF       | 26,000       | GAL       | 1       | 1   | 09/75         | 04/89           | 30,121                 | 9,287          |
| UTLX 37384  | TF       | 26,000       | GAL       | 1       | 1   | 10/75         | 04/89           | 30,121                 | 9,413          |
| UTLX 37390  | TF       | 26,000       | GAL       | 1       | 1   | 10/75         | 04/89           | 30,120                 | 9,412          |
| UTLX 37391  | TF       | 26,000       | GAL       | 1       | 1   | 10/75         | 04/89           | 30,120                 | 9,412          |
| UTLX 37392  | TF       | 26,000       | GAL       | 1       | 1   | 10/75         | 04/89           | 30,120                 | 9,412          |
| UTLX 37393  | TF       | 26,000       | GAL       | 1       | 1   | 10/75         | 04/89           | 30,120                 | 9,412          |
| UTLX 37394  | TF       | 26,000       | GAL       | 1       | 1   | 10/75         | 04/89           | 30,120                 | 9,412          |
| UTLX 37396  | TF       | 26,000       | GAL       | 1       | 1   | 10/75         | 04/89           | 30,120                 | 9,412          |
| UTLX 37397  | TF       | 26,000       | GAL       | 1       | 1   | 10/75         | 04/89           | 30,120                 | 9,412          |
| UTLX 37398  | TF       | 26,000       | GAL       | 1       | 1   | 10/75         | 04/89           | 30,120                 | 9,412          |

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
 WRECKED/RETIRED CARS (SCHEDULE B)  
 R 13 SERIES 13 07/28/89

| ROAD<br>NUMBER | AAR<br>CODE | CAR<br>CAPACITY | UNIT<br>MEAS | -CODES- |   | ----DATES---- |                     | CERTIFICATE<br>TRUST<br>COST | NET BOOK<br>VALUE |
|----------------|-------------|-----------------|--------------|---------|---|---------------|---------------------|------------------------------|-------------------|
|                |             |                 |              |         |   | IN<br>USE     | WRECKED/<br>RETIRED |                              |                   |
| UTLX 37399     | TP          | 26,000          | GAL          | 1       | 1 | 10/75         | 04/89               | \$ 30,120                    | \$ 9,412          |
| UTLX 37400     | TP          | 26,000          | GAL          | 1       | 1 | 10/75         | 04/89               | 30,120                       | 9,412             |
| UTLX 37401     | TP          | 26,000          | GAL          | 1       | 1 | 10/75         | 04/89               | 30,120                       | 9,412             |
| UTLX 37402     | TP          | 26,000          | GAL          | 1       | 1 | 10/75         | 04/89               | 30,120                       | 9,412             |
| UTLX 37403     | TP          | 26,000          | GAL          | 1       | 1 | 10/75         | 04/89               | 30,120                       | 9,412             |
| UTLX 37404     | TP          | 26,000          | GAL          | 1       | 1 | 10/75         | 04/89               | 30,120                       | 9,412             |
| UTLX 70032     | TM          | 13,000          | GAL          | 2       | 3 | 07/75         | 01/89               | 30,808                       | 9,242             |
| UTLX 75143     | TM          | 23,500          | GAL          | 1       | 1 | 06/75         | 05/89               | 30,204                       | 8,935             |

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NUMBER OF CARS 54 \$ 1,638,640 \$ 509,299