



THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606, Tel. (312) 372-9500, Fax (312) 845-5305, Telex 253112 CGO

*First National Bank
Chicago 7636*

FEDERAL EXPRESS

March 11, 1994

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

Attn: Ms. Mildred R. Lee
Room 2303

Re: Equipment Trust Agreement (Series 13)
Recordation No. 8150

Dear Ms. Lee:

Enclosed are the original and two certified copies of the Eleventh Supplemental Equipment Trust Agreement dated as of February 16, 1994, 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 \$36 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me by Federal Express in the envelope enclosed herewith for your use.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,

Jean Fowler
Jean Fowler
Legal Assistant

/jfb
Enclosures

312 845 5457

RECORDATION NO. 8150 T FILED 1425
MAR 14 1994 -2 55 PM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 8150-21 FILED 1425
MAR 14 1994 -2 55 PM
INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission
Washington, D.C. 20423

3/23/94

OFFICE OF THE SECRETARY

Jean Fowler

Legal Assistant

The Marmon Group Inc

225 West Washington St.

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 3/14/94 at 2:55pm, and assigned
recording number(s). 8150-T 8150-2

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. 8150 21
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FILED 1425

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

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

KNOW ALL MEN BY THESE PRESENTS, that Chemical Bank, as Trustee under that certain Equipment Trust Agreement ("Agreement") dated as of December 15, 1975, 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 February 16, 1994.

CHEMICAL BANK

By: *M. J. [Signature]*

(CORPORATE SEAL)

Attest:

P. Kelly
Its Trust Officer

STATE OF NEW YORK)
COUNTY OF New York) SS

On this 28th day of February, 1994, before me, a Notary Public in and for said State and County, personally appeared M.B. JOHNSTON and P. Kelly, to me personally known, who being by me duly sworn did say that they are, respectively, Trust Officer and Trust Officer of Chemical Bank, 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.

Annabelle DeLuca
Notary Public

My Commission Expires:

ANNABELLE DeLUCA
Notary Public, State of New York
No. 01DE5013759
Qualified in Kings County
Certificate Filed in New York County
Commission Expires July 15, 1995

UTC2044

PROGRAM ACTB1027

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

RUN DATE: 02/15/94

CERTIFICATE TRUST SERIES: R013

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
1	GONC	4,000	UNPX102040

1	TOTAL		