



Union Tank Car Company

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

RECORDATION NO. 8150-V+W FILED 1995

JAN 20 1995 -3 30 PM

INTERSTATE COMMERCE COMMISSION

(2)

January 9, 1994

Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, DC 20423

Attn: Ms. Janice M. Fort
Room 2311

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

Dear Ms. Fort:

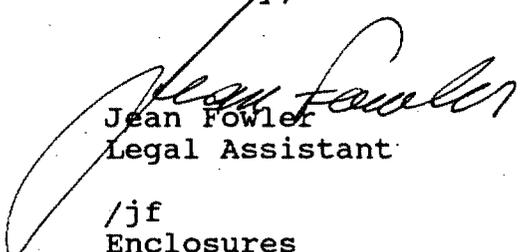
Enclosed are the original and two certified copies of the Twelfth Supplemental Equipment Trust Agreement dated as of July 31, 1994, between Union Tank Car Company and Chemical Bank, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$42 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

UTC4066



A MEMBER OF THE MARMON GROUP OF COMPANIES



Interstate Commerce Commission
Washington, D.C. 20423-0001

1/20/95

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 1/20/95 at 3:30PM, and assigned recordation number(s) 8150-U and 8150-W.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

RECORDATION NO. 8150-W FILED 1425

BILL OF SALE

JAN 20 1995 - 3 30 PM

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

INTERSTATE COMMERCE COMMISSION

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 July 31, 1994.

CHEMICAL BANK

By: R. Lorenzen

R. LORENZEN

SENIOR TRUST OFFICER

(CORPORATE SEAL)

Attest:

David H. Segal

Its Trust Officer

UTC2044

STATE OF NEW YORK)
COUNTY OF New York) SS

On this 22nd day of December, 1994, before me, a Notary Public in and for said State and County, personally appeared R. LORENZEN and A. Sater, to me personally known, who being by me duly sworn did say that they are, respectively, SENIOR 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.

Emily Fayan
Notary Public

EMILY FAYAN
Notary Public, State of New York
No. 254770002
Qualified in Kings County
Certificate Filed in New York County
Commission Expires December 31, 1995

(SEAL)

UTC2044

08/01/94

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

PROGRAM ACTB1027

CERTIFICATE TRUST SERIES: R013

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
1	BOXT	70	BC1T841268
1	C214	5,800	UTCX46726
1	TM	13,000	UTLX70035
1	TM	14,000	UTLX12467
2	TM	16,000	UTLX25339, UTLX25341
1	TM	20,000	UTLX259
2	TP	17,300	UTLX27986, UTLX27988

9 TOTAL