



Union Tank Car Company

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

RECEIVED
SURFACE TRANSPORTATION
BOARD

MAY 26 1 18 PM '00

RECORDATION NO. 17112 FILED *B G*

MAY 26 '98 1-18 PM

May 18, 1998

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

Attn: Ms. Janice M. Fort
Room 2311

Re: Equipment Trust Agreement (Series 22)
Recordation No. 17112

Dear Ms. Fort:

Enclosed are the original and two certified copies of the First Supplemental Equipment Trust Agreement dated as of February 14, 1998, between Union Tank Car Company and Harris Trust and Savings 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



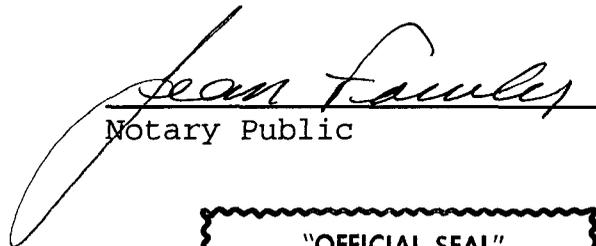
A member of The Marmon Group of companies

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 as of February 14, 1998, 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 18th day of May, 1998.


Notary Public



MAY 26 '98 1-18 PM

BILL OF SALE

HARRIS TRUST AND SAVINGS BANK,
as Trustee under Equipment Trust Agreement
Dated as of November 15, 1990 (Series 22)
to
UNION TANK CAR COMPANY

KNOW ALL MEN BY THESE PRESENTS, that Harris Trust and Savings Bank, as Trustee under that certain Equipment Trust Agreement dated as of November 15, 1990 ("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 February 14, 1998.

HARRIS TRUST AND SAVINGS BANK,

Attest:



By: 
Its **VICE PRESIDENT**

2/13/98

UNION TANK CAR COMPANY – TREASURERS DEPARTMENT
WRECKED/RETIRED CARS – SCHEDULE B
SERIES 22 (R022)

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
4	C214	5,800	UTCX 48327, 48389, 48441, 59282
1	C214	6,100	UTCX 59163
3	C711	2,900	UNPX 120638, 120677, 120860
2	T054	13,000	PROX 15026, 55004
1	T055	20,000	UTLX 130096
1	T095	19,000	UTLX 200577
2	T106	23,000	PROX 74116, UTLX 642213
2	T107	25,270	PROX 75024, 75029,
<u>2</u>	T107	27,000	UTLX 500078, 642226

18 TOTAL

12

2000
1000