



THE MARMON GROUP, INC.

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

RECORDATION NO 14365 FILED 14365

May 8, 1990

0-130A047

MAY 10 1990 -2:35 PM

CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

RECORDATION NO 14365 FILED 14365

INTERSTATE COMMERCE COMMISSION

MAY 10 1990 -2:35 PM

Secretary  
Interstate Commerce Commission  
12th St. & Constitution Ave., N.W., Room 2215  
Washington, DC 20423

INTERSTATE COMMERCE COMMISSION

Re: Equipment Trust Agreement (Series P-3)  
Recordation No. 14365  
Recordation Date: July 11, 1984

Dear Sir or Madam:

Enclosed are the original and two certified copies of the First Supplemental Trust Agreement dated February 14, 1990, between Union Tank Car Company and Bankers Trust Company, 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

MAY 10 2 17 PM '90



BILL OF SALE

BANKERS TRUST COMPANY  
as Trustee under Equipment Trust Agreement  
Dated June 15, 1984  
(Series P-3)  
to  
UNION TANK CAR COMPANY

REGISTRATION NO. 14365 - D  
FILED 1425  
MAY 10 1990 - 2:25 PM  
INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that Bankers Trust Company ("Trustee"), as Trustee under that certain Equipment Trust Agreement ("Agreement"), dated June 15, 1984 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 4.07 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 April 20, 1990.

BANKERS TRUST COMPANY

By: *[Signature]*

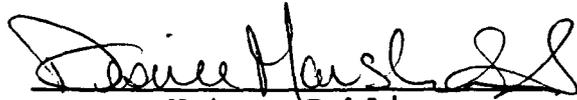
(CORPORATE SEAL)

Attest:

*y. Patricia Blue*  
Its Assistant Secretary

STATE OF NEW YORK )  
 )  
 ) SS  
COUNTY OF \_\_\_\_\_ )

On this 20 day of April, 1990, before me, a Notary Public, personally appeared Rosemary Meleuuea and Y. Patricia Blue to me personally known, who being by me duly sworn did say that they are, respectively, ASSISTANT and ADDITIONAL DEVELOPER of Bankers 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.



Notary Public

DESIREE MARSHALL

Notary Public, State of New York

No. 24-4885294

Qualified in Kings County

Certificate filed in New York County

Commission Expires February 17, 1991

My Commission Expires:

2-17-91

2044c

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
 WRECKED/RETIRED CARS (SCHEDULE B)  
 P 3 SERIES P3 02/14/90

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY		----DATES----		CERTIFICATE TRUST COST	NET BOOK VALUE
						IN USE	WRECKED/ RETIRED		
UTLX 12480	TL	20,000	GAL	f	f	03/83	09/87	\$ 61,402	\$ 40,167
UTLX 24577	TM	14,000	GAL	f	f	11/82	10/88	46,159	29,426
UTLX 41022	TM	30,000	GAL	f	f	07/83	11/89	52,131	34,971
UTLX 48122	TM	20,000	GAL	f	f	08/82	09/85	53,796	33,622
UTLX 61108	TM	13,200	GAL	f	f	04/84	09/89	46,987	33,282
UTLX 61149	TM	13,200	GAL	f	f	05/84	11/89	46,987	33,478
UTLX 66719	TM	17,600	GAL	f	f	07/83	05/87	55,337	37,122
UTLX 66723	TM	17,600	GAL	f	f	07/83	10/84	55,337	37,122
UTLX 66816	TM	17,600	GAL	f	f	01/84	10/84	55,287	38,471
UTLX 66823	TM	17,600	GAL	f	f	01/84	05/89	55,287	38,471
UTLX 66852	TM	17,600	GAL	f	f	02/84	11/85	50,000	35,000
UTLX 66991	TM	17,600	GAL	f	f	05/84	04/89	45,538	32,446
UTLX 67180	TM	20,000	GAL	f	f	12/83	01/89	57,920	40,061
UTLX 68232	TM	23,500	GAL	f	f	03/83	01/87	66,415	43,446
UTLX 14847	TL	20,000	GAL	f	f	02/84	02/90	57,840	40,488
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NUMBER OF CARS		15						\$ 806,423	\$ 547,573

PROGRAM ACTB1027

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST  
FOR SUBSTITUTION - WRECKED/RETIRED CARS  
(2/14/90)

2/14/90

CERTIFICATE TRUST SERIES: P003

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESIG. CODE</u>	<u>CAPACITY IN GALLONS</u>	<u>ROAD NUMBERS</u>
2	TM	13,200	UTLX 61108, 61149
1	TM	14,000	24577
6	TM	17,600	66719, 66723, 66816, 66823, 66852, 66991
2	TL	20,000	12480, 14847
2	TM	20,000	48122, 67180
1	TM	23,500	68232
1	TM	30,000	41022
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15	TOTAL		