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(2)



THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606-3418, Tel. (312) 372-9500, Fax (312) 845-5305

RECORDATION NO. 9911-Y+Z FILED #425

NOV 9 1995 -2 35 PM

FEDERAL COMMERCE COMMISSION

November 6, 1995

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

Attn: Ms. Janice M. Fort
Room 2311

Re: Equipment Trust Agreement (Series P-2)
Recordation No. 9911

Dear Ms. Fort:

Enclosed are the original and two certified copies of the Twelfth Supplemental Equipment Trust Agreement dated as of July 31, 1995, between Union Tank Car Company and The First National Bank of Chicago, 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
Jean Fowler
Legal Assistant

/jff
Enclosures

UTC4066

RECEIVED
OFFICE OF THE
SECRETARY
NOV 9 2 29 PM '95
LICENSING BRANCH



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

11/9/95

Office Of The Secretary

Jean Fowler
Legal Assistant
The Marmon Group, Inc.
225 West Washington Street
Chicago, Illinois 60606-3418

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/9/95 at 2:35PM, and assigned recordation number(s). 9911-Y and 9911-Z.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)
(0100848079)

\$ 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

BILL OF SALE

THE FIRST NATIONAL BANK OF CHICAGO
as Trustee under Equipment Trust Agreement, RECORDED AND INDEXED NO. 9911-X FILED 1425
Dated as of December 1, 1978
(Series P-2)
to
UNION TANK CAR COMPANY
NOV 9 1995 -2 35 PM
INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that The First National Bank of Chicago, as Trustee under that certain Equipment Trust Agreement dated as of December 1, 1978 ("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 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, 1995.

THE FIRST NATIONAL BANK OF CHICAGO

By: *Janice Lee Romano*

(CORPORATE SEAL)

Attest:

J. Marshall
Its Trust Office.

UTC2044

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this 23rd day of October, 1995, before me, a Notary Public in and for said State and County, personally appeared JANICE OTT ROTUNNO and T. Marshall, to me personally known, who being by me duly sworn did say that they are respectively, Assistant Vice President and Trust Officer of The First National Bank of Chicago, 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.



(SEAL)

Darla R. Coulson
Notary Public

UTC2044

7/31/95

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
WRECKED/RETIRED CARS - SCHEDULE B
SERIES P002 (P-2)

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
31	BULK	70 TON	BCIT 818523, 818530-31, 818533, 818535, 818537-38, 818543-44, 818550, 818553, 818569-70, 818572, 818578, 818587, 818608, 818615-16 818622, 818624, 818627, 818635, 818640, 818645, 818654, 818673, 818684, 818703, 818712-13
1	TM	20,000 GAL	UTLX 78775
3	TM	23,500 GAL	UTLX 70374, 70693, 70757
<u>1</u>	TM	26,000 GAL	UTLX 48398
36	TOTAL		