



Union Tank Car Company

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

RECORDATION NO. 9911-AA, BB

FILED

DEC 14 '98

2-45 PM



RECEIVED TRANSPORTATION SURFACE BOARD

December 8, 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 P-2)
Recordation No. 9911

Dear Ms. Fort:

Enclosed are the original and two certified copies of the Thirteenth Supplemental Equipment Trust Agreement dated as of July 31, 1998, between Union Tank Car Company and The First National Bank of Chicago, 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
Jean Fowler
Legal Assistant

encls
UTC4066



RECORDATION NO. 9911-BB FILED

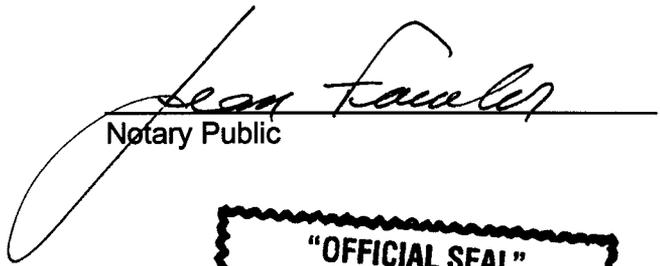
DEC 1 1998 2:45 PM

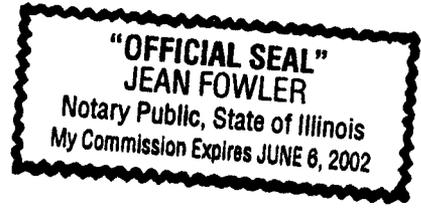
STATE OF ILLINOIS)
)
COUNTY OF COOK)

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 July 31, 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 8th day of December, 1998.


Notary Public



BILL OF SALE

RECORDATION NO. 9911-BB FILED

THE FIRST NATIONAL BANK OF CHICAGO, DEC 14 '98 2-45 PM

as Trustee under Equipment Trust Agreement
Dated as of December 1, 1978 (Series P-2)
to
UNION TANK CAR COMPANY

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 ("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.

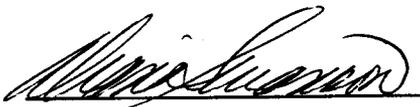
TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

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 July 31, 1998.

THE FIRST NATIONAL BANK OF CHICAGO

Attest:



By: Janice Ott Columbus
Its Vice President

UTC2044

7/31/98

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/ CU.FT.</u>	<u>ROAD NUMBERS</u>
1	BULK	70 TON	BCIT 818548
1	COVE	3,000 CU.FT.	UNPX 121710
1	TA	13,500 GAL.	UTLX 11747
1	T054	13,500 GAL.	UTLX 11850
1	T055	20,400 GAL.	UTLX 14462
1	TM	17,000 GAL.	UTLX 71654
1	TP	25,000 GAL.	UTLX 94002
1	T104	14,000 GAL.	UTLX 25929
1	T104	16,300 GAL.	UTLX 66132
4	T105	20,600 GAL.	UTLX 25729, 70446, 70450, UTLX 70454
1	T106	23,542 GAL.	UTLX 68890
1	T164	12,347 GAL.	UTLX 42454
<u>15</u>	TOTAL		