

\$30.00
1-007A037



Union Tank Car Company

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

7656-E
RECORDED & INDEXED

January 2, 1991

JAN 7 1991 -10 45 AM

INTERSTATE COMMERCE COMMISSION

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

7656-F
RECORDED & INDEXED

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

JAN 7 1991 -10 45 AM
INTERSTATE COMMERCE COMMISSION

Re: Equipment Trust Agreement (Series C-1)
Recordation No. 7656

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Third Supplemental Equipment Trust Agreement dated as of July 31, 1990, 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 \$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
Patrick J. Allen
Senior Attorney

PJA/jf
UTCCla
Enclosures

JAN 7 10 39 AM '91
MOTOR OPERATING UNIT

7656-F

JAN 7 1991 -10 45 AM
INTERSTATE COMMERCE COMMISSION

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 December 27, 1990, 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 2nd day of January, 1991.

Jean Fowler

Notary Public

utccla



7656-F

JAN 7 1991 -10 45 AM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

THE FIRST NATIONAL BANK OF CHICAGO
as Trustee under Deed of Trust and Mortgage
Dated September 15, 1974
(Series C-1)
to
UNION TANK CAR COMPANY

KNOW ALL MEN BY THESE PRESENTS, that The First National Bank of Chicago ("Trustee"), as Trustee under that certain Deed of Trust and Mortgage ("Agreement") dated September 15, 1974 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 5.02 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 December 27th, 1990.

THE FIRST NATIONAL BANK OF CHICAGO

By: James O. Robinson

(CORPORATE SEAL)

Attest:

Sharon McGrath
Its

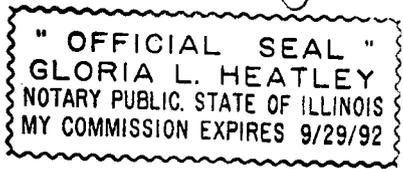
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STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this 27th day of December, 1990, before me, a Notary Public in and for said State and County, personally appeared Janice OTT Rotunno and Sharon Mc Grath, to me personally known, who being by me duly sworn did say that they are, respectively, TRUST OFFICER 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.

Gloria L. Heatley
Notary Public

My Commission Expires:
9.29.92



UTCc1

WRECKED/RETIRED CARS (SCHEDULE B)
P100 SERIES C-1 07/31/90

| ROAD NUMBER | AAK CODE | CAR CAPACITY | UNIT MEAS | -CODES- CO CTY | | ---DATES--- | | CERTIFICATE TRUST COST | NET BOOK VALUE | SUBSTITUTION VALUE* |
|----------------|----------|--------------|-----------|-------------------|---|----------------|---------|------------------------|----------------|---------------------|
| | | | | | | IN WRECKED/USE | RETIRED | | | |
| UNPX 100331 | GONT | 100 | TON | 3 | 2 | 02/74 | 02/88 | \$ 23,531 | \$ 4,216 | \$ 4,216 |
| UNPX 100503 | GONT | 100 | TON | 3 | 2 | 02/74 | 08/89 | 24,643 | 4,415 | 4,415 |
| UNPX 100510 | GONT | 100 | TON | 3 | 2 | 02/74 | 03/88 | 24,643 | 4,415 | 4,415 |
| UNPX 100521 | GONT | 100 | TON | 3 | 2 | 02/74 | 01/88 | 24,643 | 4,415 | 4,415 |
| UNPX 100533 | GONT | 100 | TON | 3 | 2 | 02/74 | 01/88 | 24,644 | 4,415 | 4,415 |
| UNPX 100540 | GONT | 100 | TON | 3 | 2 | 02/74 | 01/88 | 24,644 | 4,415 | 4,415 |
| UNPX 100546 | GONT | 100 | TON | 3 | 2 | 02/74 | 06/89 | 25,123 | 4,501 | 4,415 |
| UNPX 100548 | GONT | 100 | TON | 3 | 2 | 02/74 | 06/89 | 25,388 | 4,549 | 4,501 |
| UNPX 100567 | GONT | 100 | TON | 3 | 2 | 02/74 | 01/88 | 25,364 | 4,544 | 4,549 |
| UNPX 100570 | GONT | 100 | TON | 3 | 2 | 02/74 | 01/88 | 25,364 | 4,544 | 4,544 |
| UNPX 100624 | GONT | 100 | TON | 3 | 2 | 02/74 | 02/88 | 24,529 | 4,395 | 4,544 |
| UNPX 173020 | BULK | 100 | TON | 3 | 2 | 02/74 | 12/89 | 27,896 | 4,998 | 4,395 |
| UNPX 173026 | BULK | 100 | TON | 3 | 2 | 02/74 | 12/89 | 27,896 | 4,998 | 14,000 |
| UNPX 173056 | BULK | 100 | TON | 3 | 2 | 02/74 | 12/89 | 27,897 | 4,998 | 14,000 |
| UNPX 173063 | BULK | 100 | TON | 3 | 2 | 02/74 | 12/89 | 27,897 | 4,998 | 14,000 |
| UNPX 173064 | BULK | 100 | TON | 3 | 2 | 02/74 | 12/89 | 27,897 | 4,998 | 14,000 |
| UNPX 173065 | BULK | 100 | TON | 3 | 2 | 02/74 | 12/89 | 27,897 | 4,998 | 14,000 |
| UNPX 173066 | BULK | 100 | TON | 3 | 2 | 02/74 | 12/89 | 27,897 | 4,998 | 14,000 |
| UNPX 173072 | BULK | 100 | TON | 3 | 2 | 02/74 | 12/89 | 27,897 | 4,998 | 14,000 |
| UNPX 173077 | BULK | 100 | TON | 3 | 2 | 02/74 | 12/89 | 27,897 | 4,998 | 14,000 |
| UNPX 173081 | BULK | 100 | TON | 3 | 2 | 02/74 | 12/89 | 27,897 | 4,998 | 14,000 |
| UNPX 173082 | BULK | 100 | TON | 3 | 2 | 02/74 | 12/89 | 27,897 | 4,998 | 14,000 |
| UNPX 173119 | BULK | 100 | TON | 3 | 2 | 02/74 | 12/89 | 27,897 | 4,998 | 14,000 |
| UTLX 46198 | TR | 20,000 | GAL | 3 | 2 | 02/74 | 03/88 | 23,300 | 4,175 | 14,000 |
| ----- | | | | | | | | | | |
| NUMBER OF CARS | | 24 | | | | | | \$ 630,578 | \$ 112,975 | \$220,999 |

*The greater of: Sale, scrap, or net book value