



THE MARMON GROUP, INC.

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

RECORDATION NO. 7656-189 FILED 1425

MAR 14 1994 - 2 55 PM

INTERSTATE COMMERCE COMMISSION

0100141033

FEDERAL EXPRESS

March 11, 1994

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

Attn: Ms. Mildred R. Lee  
Room 2303

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

Dear Ms. Lee:

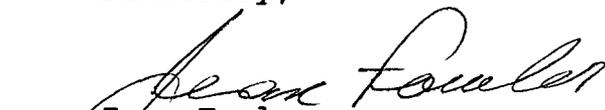
Enclosed are the original and two certified copies of the Fifth Supplemental Equipment Trust Agreement dated as of February 16, 1994, between Union Tank Car Company and The First National Bank of Chicago, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee 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 \$36 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me by Federal Express in the envelope enclosed herewith for your use.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,

  
Jean Fowler  
Legal Assistant  
  
/jff  
Enclosures

RECEIVED  
OFFICE OF THE  
SECRETARY  
MAR 14 2 49 PM '94  
LICENSING BRANCH

RECORDATION NO. 712567 FILED 1425

MAR 14 1994 -2 55 PM

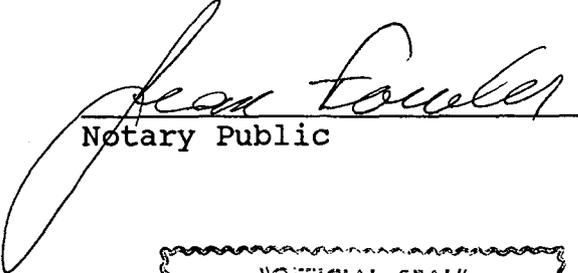
INTERSTATE COMMERCE COMMISSION

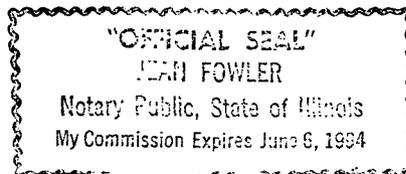
STATE OF ILLINOIS )  
                                  )  
COUNTY OF COOK    )

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 as of February 16, 1994, 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 11th day of March, 1994.

  
Notary Public



RECORDATION NO. 76561  
MAR 14 1994 - 2 55 PM  
FILED 1425  
INTERSTATE COMMERCE COMMISSION

BILL OF SALE

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

KNOW ALL MEN BY THESE PRESENTS, that The First National Bank of Chicago, as Trustee under that certain Deed of Trust and Mortgage ("Agreement") dated as of 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 February 28, 1994.

THE FIRST NATIONAL BANK OF CHICAGO

By: *Janice O'Brien*

(CORPORATE SEAL)

Attest:

*J. Marshall*  
Its



PROGRAM ACTB1027

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
SCHEDULE B - DESCRIPTION OF RETIRED EQUIPMENT  
TERMINATED EQUIPMENT

RUN DATE: 02/15/94

CERTIFICATE TRUST SERIES: P100

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
20	GONT	100	UNPX100329,UNPX100343,UNPX100363,UNPX100370, UNPX100376,UNPX100384,UNPX100407,UNPX100431, UNPX100506,UNPX100508,UNPX100526,UNPX100534- UNPX100535,UNPX100556,UNPX100565-UNPX100566, UNPX100572-UNPX100573,UNPX100608,UNPX100615
20	TOTAL		