Union Tank Car Company

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

3-019A009

January 8, 1993

RECORDATION NO. 7238-T-21 FILED 1425

JAN 19 1993 3-15 PM

INTERSTATE COMMERCE COMMISSION

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

Attn: Ms. Mildred R. Lee
Room 2303

Re: Equipment Trust Agreement (Series 11)
Recordation No. 7299

Dear Ms. Lee:

Enclosed are the original and two certified copies of the Eleventh Supplemental Equipment Trust Agreement dated as of July 31, 1992, between Union Tank Car Company and Morgan Guaranty Trust Co., 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 $32 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

/jf
Enclosures

RECORDATION NO. 7238-A FILED 1425

JAN 19 1993 3-15 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 January 4, 1993 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 7th day of January, 1993.

Jean Fowler
Notary Public

"OFFICIAL SEAL"
JEAN FOWLER
Notary Public, State of Illinois
My Commission Expires June 6, 1994

RECORDATION NO 7738-U

JAN 19 1993 3:15PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

MORGAN GUARANTY TRUST CO.
as Trustee under Equipment Trust Agreement
Dated as of December 15, 1974
(Series 11)
to
UNION TANK CAR COMPANY

KNOW ALL MEN BY THESE PRESENTS, that Morgan Guaranty Trust Co., as Trustee under that certain Equipment Trust Agreement ("Agreement") dated as of December 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 5.06 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 January 4, 1993.

MORGAN GUARANTY TRUST CO.

By: Catherine F. Donohue

TRUST OFFICER

(CORPORATE SEAL)

Attest:

Peter V. Mayer

Its Assistant Secretary

STATE OF NEW YORK)
) ss
COUNTY OF)

On this 4th day of January, 1993, before me, a Notary Public in and for said State and County, personally appeared Catherine F. Donohue and Peter V. Murphy, to me personally known, who being by me duly sworn did say that they are, respectively, TRUST OFFICER and Assistant Secretary of Morgan Guaranty Trust Co., 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.

Alison M Levchuck
Notary Public

My Commission Expires:

ALISON M. LEVCHUCK
Notary Public, State of New York
No. 4997425
Qualified in Nassau County
Commission Expires June 8, 1994

PROGRAM ACTDL027

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST
FOR SUBSTITUTION - TERMINATED CARS

RUN DATE: 07/31/92

CERTIFICATE TRUST SERIES: R011

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
2	COVE	4,750	UNPX121290,UNPX121369
1	C214	5,800	UTCX46572
1	TA	13,500	14182
1	TA	14,000	14404
2	TM	13,300	72955,72984
1	TM	13,500	76496
1	TM	14,600	14598
2	TM	16,000	25266,25284
1	TM	17,000	78630
2	TM	17,400	76066,76885
21	TM	20,000	46161,46169,46171,46178,57975,57977,58221, 58224-58225,58227-58236,58334,58342
2	TM	23,500	72753,77580
1	TM	26,000	58364
38	TOTAL		