



**Union Tank Car Company**

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

0100456014

RECORDATION NO. 7738 - V & W  
FILED 1425

DEC 14 1994 - 10 00 AM

INTERSTATE COMMERCE COMMISSION

December 8, 1994

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

Attn: Ms. Janice M. Fort  
Room 2311

Re: Equipment Trust Agreement (Series 11)  
Recordation No. 7738

Dear Ms. Fort:

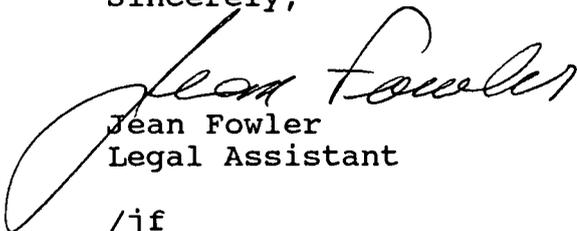
Enclosed are the original and two certified copies of the Twelfth Supplemental Equipment Trust Agreement dated as of July 31, 1994, between Union Tank Car Company and First Trust of New York, N.A., as successor to Morgan Guaranty Trust Co., as Trustee. Also enclosed are the original and two certified 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 \$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  
Legal Assistant

/jff  
Enclosures

UTC4066

LICENSING DIVISION  
DEC 14 9 57 AM '94





DEC 14 1994 - 10 00 AM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

FIRST TRUST OF NEW YORK, N.A.  
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 First Trust of New York, N.A., as successor to 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 July 31, 1994.

FIRST TRUST OF NEW YORK, N.A.,  
as successor to  
Morgan Guaranty Trust Co.

By: 

(CORPORATE SEAL)

Attest:

  
Its Assistant Secretary

STATE OF NEW YORK )  
 )  
COUNTY OF New York ) SS

On this 28<sup>th</sup> day of November, 1994, before me, a Notary Public in and for said State and County, personally appeared David K. Leverich and Teresita Alarcon, to me personally known, who being by me duly sworn did say that they are, respectively, Vice President and Assistant Secretary of First Trust of New York, N.A., 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.

Joanne E. Ilse  
Notary Public

(SEAL)

JOANNE E. ILSE  
Notary Public, State of New York  
No. 011L5018680  
Qualified in Queens County  
Commission Expires October 4, 1995

UTC2044

PROGRAM ACTB1027

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

08/01/94

CERTIFICATE TRUST SERIES: R011

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESIG. CODE</u>	<u>CAPACITY IN GALLONS</u>	<u>ROAD NUMBERS</u>
3	TA	13,700	UTLX12957,UTLX14353,UTLX14839
1	TA	20,000	RTCX27302
5	TM	13,300	UTLX72951,UTLX72956,UTLX72964,UTLX72969, UTLX72990
3	TM	13,500	UTLX75780,UTLX75783,UTLX75788
1	TM	16,000	UTLX71608
12	TM	20,000	UTLX46388,UTLX46390,UTLX46650,UTLX48081, UTLX57980,UTLX58369,UTLX58376- UTLX58378,UTLX58381,UTLX58386
1	TM	21,000	RTCX27320
2	TM	23,500	UTLX74088,UTLX74402
1	TM	26,000	UTLX58330
<hr/>			
28	TOTAL		