



Union Tank Car Company

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

RECORDED NO 9111-0 FILED 1993

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INTERSTATE COMMERCE COMMISSION

VIA CERTIFIED MAIL - RETURN RECEIPT REQUESTED

November 16, 1993

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

Attn: Ms. Mildred R. Lee
Room 2303

Re: Equipment Trust Agreement (Series 15)
Recordation No. 9111

RECEIVED
OFFICE OF THE
SECRETARY
NOV 23 1993 2:55 PM
INTERSTATE COMMERCE COMMISSION
LIONESSIC BRANCH

Dear Ms. Lee:

Enclosed are the original and two certified copies of the Eighth Supplemental Equipment Trust Agreement dated as of July 31, 1993, between Union Tank Car Company and Continental Bank, N.A., 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.

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

Thank you.

Sincerely,

Jean Fowler

Jean Fowler
Legal Assistant

Enclosures

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RECEIVED BY

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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 November 12, 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 16th day of November, 1993.

Jean Fowler

Notary Public



BILL OF SALE

CONTINENTAL BANK, N.A.
as Trustee under Equipment Trust Agreement
Dated as of December 1, 1977
(Series 15)
to
UNION TANK CAR COMPANY

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INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that Continental Bank, N.A., as Trustee under that certain Equipment Trust Agreement ("Agreement") dated as of December 1, 1977, 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, 1993.

CONTINENTAL BANK, N.A.

By: Melissa A. Rosal

TRUST OFFICER

(CORPORATE SEAL)

Attest:

Martha L. Sanders

Its TRUST OFFICER

UTC2044

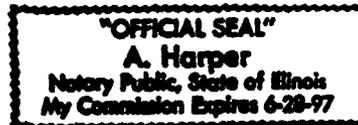
STATE OF ILLINOIS))
) ss
COUNTY OF COOK)

On this 12th day of November, 1993, before me, a Notary Public in and for said State and County, personally appeared MELISSA A. ROSAL and MARTHA L. SANDERS, to me personally known, who being by me duly sworn did say that they are, respectively, TRUST OFFICER and TRUST OFFICER of Continental Bank, 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.



Notary Public

My Commission Expires:



UTC2044

PROGRAM ACTB1027

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

07/31/93

CERTIFICATE TRUST SERIES: R015

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
2	TA	13,500	UTLX12569,UTLX12598
1	TM	13,000	UTLX12305
1	TM	14,000	UTLX24984
1	TM	14,694	UTLX12253
1	TM	17,600	UTLX71911
6	TM	20,000	UTLX46663,UTLX46787,UTLX70633,UTLX70635, UTLX71184,UTLX71330
1	TM	23,500	UTLX74304
1	T564	17,300	UTLX900089

14	TOTAL		