



**Union Tank Car Company**

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

9-332A011

RECORDATION NO 6168-1 FILED 1425

DEC 18 1989 -11 05 AM

INTERSTATE COMMERCE COMMISSION

December 5, 1989

RECORDATION NO 6168-W FILED 1425

DEC 18 1989 -11 05 AM

INTERSTATE COMMERCE COMMISSION

CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

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

RE: Equipment Trust Agreement (Series 7)  
Filed May 28, 1971  
Recordation No. 6168

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Thirteenth Supplemental Trust Agreement, dated October 23, 1989, between Union Tank Car Company and Bankers Trust Company, 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 a check for \$26.00 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  
Senior Attorney

PJA/jf 4066e  
Enclosure





REGISTRATION NO. 2168-21 FILED 1989

DEC 18 1989 -11 05 AM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

BANKERS TRUST COMPANY  
as Trustee under Equipment Trust Agreement  
Dated May 1, 1971 (Series 7)  
to  
UNION TANK CAR COMPANY

KNOW ALL MEN BY THESE PRESENTS, that Bankers Trust Company ("Trustee"), as Trustee under that certain Equipment Trust Agreement ("Agreement") dated May 1, 1971, by and between Trustee and Union Tank Car Company ("Company"), a Delaware corporation, 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 hereby 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 attached 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 officer hereunto duly authorized, and its seal to be hereunto affixed and attested, as of 10-25-89, 1989.

BANKERS TRUST COMPANY

By: Ruby Melendy  
Title: ADMINISTRATIVE SECRETARY

(SEAL)

Attest:

Aileen Johnson  
Title: SECRETARY

UTCARS

STATE OF N.Y. )  
COUNTY OF N.Y. ) SS

On this 28 day of October, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared Rosemary Melendez and Susie Johnson to me personally known, who being by me duly sworn did say that they are, respectively, the ~~ASSISTANT SECRETARY~~ and the ~~ASSISTANT SECRETARY~~ of Bankers Trust Company, that the seal affixed to the foregoing instrument is the 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  
DESIREE MARSHALL  
Notary Public, State of New York  
No. 24-4885294  
Qualified in Kings County  
Certificate filed in New York County  
Commission Expires February 17, 1991

My Commission Expires:  
2-17-91

UTCARS

PROGRAM ACTB1027

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

RUN DATE: 7/31/89

CERTIFICATE TRUST SERIES: R007

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
2	GNNT	100	UNPX100077, UNPX100231
1	TA	14,000	13139
1	TL	20,500	14864
1	TM	14,000	13502
4	TM	20,000	4835R-48359, 48410, 48472
2	TM	21,000	RTCX27005, RTCX27111
3	TMI	13,300	76283, 76289-76290
10	TMI	13,600	76327, 76331, 76334-76335, 76340, 76345, 76433, 76439, 76489, 76493
5	TP	26,000	37383, 37385-37386, 37388-37389
1	TP	33,800	38264
6	TPI	12,200	42222-42223, 42227-42230
11	TPI	17,300	28000, 28010, 28025, 28029, 28031, 28041-28042, 28058, 28061-28062, 28075

47 TOTAL

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT

WRECKED/RETIRED CARS (SCHEDULE B)

R 7 SERIES

07/28/89

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODEI- CO CTY	---DATES---		CERTIFICATE TRUST COST	NET BOOK VALUE		
					IN USE	WRECKED/ RETIRED				
RTCX	27005	TM	21,000	GAL	1	1	12/69	12/88	\$ 9,484	\$ 19,838
RTCX	27111	TM	21,000	GAL	1	1	04/71	09/87	16,700	7,183
UNPX	100077	GONT	100	TON	3	2	05/70	01/88	17,003	7,183
UNPX	100231	GONT	100	TON	3	2	05/70	06/89	17,003	7,183
UTLX	13139	TA	14,000	GAL	1	1	05/70	08/88	13,008	753
UTLX	13502	TM	14,000	GAL	1	1	05/70	01/89	18,382	1,431
UTLX	14864	TL	20,500	GAL	1	1	05/70	01/88	18,820	1,431
UTLX	28025	TPI	17,300	GAL	1	1	05/70	04/88	21,089	3,867
UTLX	28029	TPI	17,300	GAL	1	1	05/70	11/88	21,040	2,874
UTLA	28031	TPI	17,300	GAL	1	1	05/70	04/88	21,040	3,925
UTLX	28041	TPI	17,300	GAL	1	1	05/70	06/88	21,040	3,364
UTLX	28042	TPI	17,300	GAL	1	1	05/70	08/88	21,040	2,672
UTLX	28058	TPI	17,300	GAL	1	1	05/70	08/88	20,810	3,058
UTLX	28061	TPI	17,300	GAL	1	1	05/70	05/89	20,810	1,080
UTLA	28062	TPI	17,300	GAL	1	1	05/70	09/88	20,810	1,080
UTLX	37383	TP	26,000	GAL	1	1	09/75	04/89	30,000	22,800
UTLX	37385	TP	26,000	GAL	1	1	09/75	04/89	30,000	22,800
UTLX	37386	TP	26,000	GAL	1	1	09/75	04/89	30,000	22,800
UTLX	37388	TP	26,000	GAL	1	1	09/75	04/89	30,000	22,800
UTLX	37389	TP	26,000	GAL	1	1	09/75	04/89	30,000	22,800
UTLX	58264	TP	33,800	GAL	1	1	05/70	11/88	18,011	18,500
UTLX	42222	TPI	12,200	GAL	1	1	05/70	11/88	17,875	6,900
UTLX	42223	TPI	12,200	GAL	1	1	05/70	04/89	17,875	7,183
UTLX	42227	TPI	12,200	GAL	1	1	05/70	04/89	17,875	7,183
UTLX	42228	TPI	12,200	GAL	1	1	05/70	04/89	17,875	7,183
UTLX	42229	TPI	12,200	GAL	1	1	05/70	12/88	17,875	7,183
UTLX	42230	TPI	12,200	GAL	1	1	05/70	04/89	17,875	7,183
UTLA	48358	TM	20,000	GAL	1	1	05/70	12/88	14,656	2,580
UTLA	48359	TM	20,000	GAL	1	1	05/70	11/88	14,656	2,580
UTLA	48410	TM	20,000	GAL	1	1	05/70	11/88	14,656	2,567
UTLX	48472	TM	20,000	GAL	1	1	05/70	09/87	14,668	2,567
UTLA	76283	TMI	13,600	GAL	1	1	05/70	04/89	17,480	2,481
UTLA	76289	TMI	13,600	GAL	1	1	05/70	11/88	17,480	2,431
UTLX	76299	TMI	13,600	GAL	1	1	05/70	01/89	17,480	1,071
UTLA	76327	TMI	13,600	GAL	1	1	05/70	11/88	17,137	1,143
UTLX	76331	TMI	13,600	GAL	1	1	05/70	04/88	17,137	2,475
UTLA	76334	TMI	13,600	GAL	1	1	05/70	02/88	17,137	2,475
UTLX	76335	TMI	13,600	GAL	1	1	05/70	08/87	17,137	2,475
UTLX	76345	TMI	13,600	GAL	1	1	05/70	11/88	17,137	2,810
UTLA	76439	TMI	13,600	GAL	1	1	05/70	04/89	17,403	1,637
UTLA	76489	TMI	13,600	GAL	1	1	05/70	05/88	17,480	2,649
UTLA	76493	TMI	13,600	GAL	1	1	05/70	04/89	17,480	2,864
UTLA	28009	TPI	17,300	GAL	1	1	05/70	07/89	21,102	3,927
UTLA	28019	TPI	17,300	GAL	1	1	05/70	07/89	21,081	3,867
UTLA	28075	TPI	17,300	GAL	1	1	05/70	07/89	20,824	3,549
UTLX	16349	TMI	13,600	GAL	1	1	05/70	07/89	17,137	1,632

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
 WRECKED/RETIRED CARS (SCHEDULE B)  
 R 7 SERIES 7 07/28/89

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES- CO CTY		----DATES----		CERTIFICATE TRUST COST	NET BOOK VALUE
						IN USE	WRECKED/ RETIRED		
UTLX 76433	TMI	13,600	GAL	1	1	05/70	07/89	* 17,403 *	1,637
NUMBER OF CARS		47						* 959,821 *	291,654