



THE MARMON GROUP, INC.

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

RECORDATION NO. 7738 FILED 12/19/89

9-352A087

December 12, 1989 DEC 19 1989 -4 05 PM

CERTIFIED MAIL INTERSTATE COMMERCE COMMISSION
RETURN RECEIPT REQUESTED

RECORDATION NO. 7738/S FILED 12/19/89

DEC 19 1989 -4 05 PM
INTERSTATE COMMERCE COMMISSION

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

Re: Equipment Trust Agreement (Series 11)
Filed December 15, 1974
Recordation No. 7738

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Tenth Supplemental Trust Agreement, dated October 23, 1989, 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 are two checks totaling \$30 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
Enclosures

Dec 19 3 56 PM '89

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DEC 11 1989
ILLINOIS NOTARY PUBLIC COMMISSION

STATE OF ILLINOIS)
)
COUNTY OF COOK)

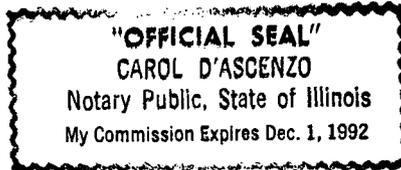
CERTIFICATE

The undersigned, Carol D'Ascenzo, 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 21, 1989, 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 December, 1989.

Carol D'Ascenzo
Notary Public

4066e



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INTERSTATE COMMERCE COMMISSION

BILL OF SALE

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

KNOW ALL MEN BY THESE PRESENTS, that Morgan Guaranty Trust Co. ("Trustee"), as Trustee under that certain Equipment Trust Agreement ("Agreement") dated December 15, 1974, 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 November 21st, 1989.

MORGAN GUARANTY TRUST CO.

By: [Signature]
Title: Assistant Vice President

(SEAL)

Attest:

[Signature]
Title: ASSISTANT SECRETARY

UTCARS11

STATE OF New York)
COUNTY OF New York) SS

On this 21st day of November, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared W.A. Spooner and Catherine E. Donohue, to me personally known, who being by me duly sworn did say that they are, respectively, the Assistant Vice President and the Assistant Secretary of Morgan Guaranty Trust Co., 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

My Commission Expires:
SIMONE G. VINOCOUR
NOTARY PUBLIC, State of New York
No. 31-4938491
Qualified in New York County
Certificate Filed in New York County
Commission Expires November 7, 1990

UTCARS11

PROGRAM ACTB1027

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

RUN DATE: 7/31.

CERTIFICATE TRUST SERIES: R011

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
2	COVE	4,750	UNPX121310, UTCX45883
1	C214	5,800	UTCX46681
1	FCS	50	DTS 6069
3	LDC	4,750	UTCX44385, UTCX44432, UTCX44459
1	TA	13,500	14192
1	TA	13,700	12962
8	TM	13,300	72958-72960, 72965, 72974-72975, 72982, 72985
2	TM	13,500	76420, 76486
1	TM	14,600	14521
1	TM	16,000	71606
2	TM	20,000	46860, 58335
6	TM	23,500	72754, 72762, 72769, 74002, 77241, 77446
2	TMI	20,000	BAYX1001-BAYX1002
2	TP	17,300	28356, 28359
14	TP	26,000	37343-37345, 37347-37355, 37357-37358

 47 TOTAL

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT

WRECKED/RETIRED CARS (SCHEDULE B)

R 11 SERIES 11 07/28/89

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES-		-----DATES-----		CERTIFICATE TRUST COST	NET BOOK VALUE
						IN USE	WRECKED/RETIRED		
BAYX 1001	TMI	20,000	GAL	1	1	08/74	08/87	\$ 47,960	\$ 12,190
BAYX 1002	TMI	20,000	GAL	1	1	08/74	08/87	47,960	12,190
DTS 6069	FCS	50	TON	1	1	03/74	03/89	20,077	4,685
UNPX 121310	COVE	4,750	CUFT	2	2	02/74	12/88	21,693	4,971
UTCX 44385	LCC	4,750	CUFT	1	1	08/74	10/87	18,739	4,763
UTCX 44432	LCC	4,750	CUFT	1	1	08/74	10/87	18,739	4,763
UTCX 44459	LCC	4,750	CUFT	1	1	08/74	10/87	18,739	4,763
UTCX 45883	COVE	4,750	CUFT	1	1	08/74	11/87	20,988	5,334
UTCX 46681	C214	5,800	CUFT	1	1	03/88	11/88	44,425	41,463
UTLX 12962	TA	13,700	GAL	1	1	11/74	02/88	20,905	5,573
UTLX 14192	TA	13,500	GAL	1	1	12/73	01/89	15,353	3,390
UTLX 14521	TM	14,600	GAL	1	1	07/74	06/87	18,875	4,719
UTLX 28356	TP	17,300	GAL	1	1	11/74	06/87	28,237	7,530
UTLX 28359	TP	17,300	GAL	1	1	11/74	12/87	28,237	7,530
UTLX 37343	TP	26,000	GAL	1	1	12/73	04/89	18,483	4,082
UTLX 37344	TP	26,000	GAL	1	1	12/73	04/89	18,483	4,082
UTLX 37345	TP	26,000	GAL	1	1	12/73	04/89	18,483	4,082
UTLX 37347	TP	26,000	GAL	1	1	12/73	04/89	18,483	4,082
UTLX 37348	TP	26,000	GAL	1	1	12/73	04/89	18,483	4,082
UTLX 37349	TP	26,000	GAL	1	1	12/73	04/89	18,483	4,082
UTLX 37350	TP	26,000	GAL	1	1	12/73	04/89	18,483	4,082
UTLX 37351	TP	26,000	GAL	1	1	12/73	04/89	18,483	4,082
UTLX 37352	TP	26,000	GAL	1	1	12/73	04/89	18,483	4,082
UTLX 37353	TP	26,000	GAL	1	1	12/73	04/89	18,483	4,082
UTLX 37354	TP	26,000	GAL	1	1	12/73	04/89	18,483	4,082
UTLX 37355	TP	26,000	GAL	1	1	12/73	04/89	18,483	4,082
UTLX 37357	TP	26,000	GAL	1	1	12/73	04/89	18,483	4,082
UTLX 37358	TP	26,000	GAL	1	1	12/73	04/89	18,483	4,082
UTLX 46860	TM	20,000	GAL	1	1	12/73	02/88	15,697	3,466
UTLX 58335	TM	20,000	GAL	1	1	12/73	09/88	17,926	3,959
UTLX 71606	TM	16,000	GAL	1	1	11/74	05/88	23,340	6,224
UTLX 72754	TM	23,500	GAL	1	1	05/74	10/87	23,263	5,622
UTLX 72762	TM	23,500	GAL	1	1	08/74	10/87	23,263	5,913
UTLX 72769	TM	23,500	GAL	1	1	08/74	02/88	23,263	5,913
UTLX 72958	TM	13,300	GAL	1	1	07/74	04/89	24,568	6,142
UTLX 72959	TM	13,300	GAL	1	1	07/74	12/88	24,568	6,142
UTLX 72960	TM	13,300	GAL	1	1	07/74	04/89	24,568	6,142
UTLX 72965	TM	13,300	GAL	1	1	07/74	04/89	24,568	6,142
UTLX 72975	TM	13,300	GAL	1	1	07/74	06/89	24,568	6,142
UTLX 72982	TM	13,300	GAL	1	1	08/74	12/87	24,568	6,244
UTLX 72985	TM	13,300	GAL	1	1	08/74	04/89	24,568	6,244
UTLX 74002	TM	23,500	GAL	1	1	01/74	06/87	21,265	4,785
UTLX 76420	TM	13,500	GAL	1	1	07/74	08/87	23,725	5,931
UTLX 76486	TM	13,500	GAL	1	1	07/74	10/87	23,725	5,931
UTLX 72974	TM	13,300	GAL	1	1	07/74	07/89	24,568	6,142
UTLX 77241	TM	23,500	GAL	1	1	03/74	07/89	21,746	5,074

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 WRECKED/RETIRED CARS (SCHEDULE B)
 R 11 SERIES 11 07/28/89

ROAD NUMBER	AAK CODE	CAR CAPACITY	UNIT MEAS	-CODES-		---DATES---		CERTIFICATE TRUST COST	NET BOOK VALUE
						IN USE	WRECKED/ RETIRED		
UTLX	77446	TM	25.500	GAL	1	1	03/74 07/89	\$ 21,746	\$ 5,074
NUMBER OF CARS		47					\$ 1,065,192	\$ 288,246	