



Union Tank Car Company

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

RECORDATION NO

FILED 1425

6168-2

JAN 29 1990 -3 50 PM

INTERSTATE COMMERCE COMMISSION

January 24, 1990

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

0-030A001

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

RECORDATION NO

FILED 1425

6168-2

JAN 29 1990 -3 50 PM

INTERSTATE COMMERCE COMMISSION

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

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Fourteenth Supplemental Equipment Trust Agreement, dated January 2, 1990, 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 our check in the amount of \$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
UTC/ICC
Enclosures



Interstate Commerce Commission
Washington, D.C. 20423

1/30/90

OFFICE OF THE SECRETARY

Patrick J. Allen
Senior Atty.
Union Tank Car Company
225 West Washington Street
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/29/90 at 3:50pm, and assigned recordation number(s). 8150-A & 8150-B

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

REGISTRATION NO. 6168-2 FILED 1025

JAN 29 1990 -3 50 PM

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"), 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 consideration, 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 17, 1990.

BANKERS TRUST COMPANY

By: *Ray M. ...*

(CORPORATE SEAL)

Attest:

Sandra ...
Its

UTC7

STATE OF NEW YORK)
COUNTY OF N.Y.) ss

On this 17 day of January, 1990, before me, a Notary Public in and for said County and State, personally appeared Rosemary Melendez and Sandra Shirley to me personally known, who being by me duly sworn did say that they are, respectively, ASSISTANT SECRETARY and ASSISTANT SECRETARY of Bankers Trust Company, 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.

Donna Marshall

Notary Public
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

UTC7

PROGRAM ACIB1027

CERTIFICATE TRUST SERIES: R007

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

RUN DATE: 12/21/89

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
28	LDC	3,800	CN 374125-CN 374128,CN 374130-CN 374135, CN 374137-CN 374147,CN 374149-CN 374155
28	TOTAL		