



Union Tank Car Company

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

RECORDATION NO. *9111-R* FILED 12/26
DEC 23 1996 10 45 AM

December 13, 1996

Surface Transportation Board
12th Street & Constitution Avenue, N.W.
Washington, DC 20423

Attn: Ms. Janice M. Fort
Room 2311

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

RECEIVED
SURFACE TRANSPORTATION
BOARD
Dec 23 10 41 AM '96

Dear Ms. Fort:

Enclosed are the original and two certified copies of the Ninth Supplemental Equipment Trust Agreement dated as of July 31, 1996, between Union Tank Car Company and First Trust of Illinois, N.A., as Trustee, and the original and three 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 \$44 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
/jf

encls

UTC4066

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

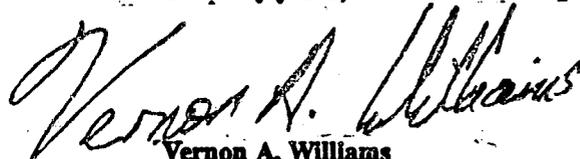
12/23/96

Jean Fowler
The Marmon Group, Inc.
225 West Washington Street
Chicago, Illinois 60606-3418

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/23/96 at 10:45AM, and assigned recordation number(s) #9111-Q, 9111-R, 17388-C and 17388-D.

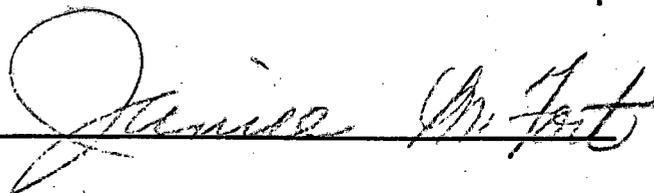
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 88.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



9111-R

BILL OF SALE

FIRST TRUST OF ILLINOIS, N.A.,
as successor to
Bank of America Illinois,
formerly known as Continental Bank, N.A.,
as Trustee under Equipment Trust Agreement
Dated as of December 1, 1977
(Series 15)
to
UNION TANK CAR COMPANY

KNOW ALL MEN BY THESE PRESENTS, that First Trust of Illinois, N.A., as successor to Bank of America Illinois, formerly known as Continental Bank, N.A., as Trustee under that certain Equipment Trust Agreement dated as of December 1, 1977 ("Agreement"), 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.

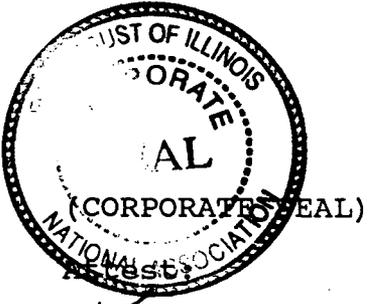
TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

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, 1996.

FIRST TRUST OF ILLINOIS, N.A.,
as successor to Bank of America Illinois,
formerly known as Continental Bank, N.A.

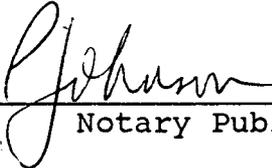
By: *Michael A. Sandus*
Vice President



Frank Lay
Its Trust Officer

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this 6th day of December, 1996, before me, a Notary Public in and for said State and County, personally appeared FRANK J. LAYO 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 First Trust of Illinois, 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



7/31/95

UNION TANK CAR COMPANY – TREASURERS DEPARTMENT
WRECKED/RETIRED CARS – SCHEDULE B
SERIES 15 (R015)

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL CODE</u>	<u>CAPACITY GALLONS/ CUFT.</u>	<u>ROAD NUMBERS</u>
1	TA	12,300	UTLX 12556
1	TA	13,500	UTLX 11953
1	TM	14,694	UTLX 12173
2	TM	17,600	UTLX 71819, 71871
7	TM	20,000	UTLX 71131, 71179, 71178, 71180, 71181, 71182, 71183
2	TM	23,500	UTLX 71215, 71259
<hr/> 14	TOTAL		