



Union Tank Car Company

39 South LaSalle Street
Chicago, Illinois 60603
312/372-9500

RECORDATION NO. 7738 Filed 1925

JAN 22 1962 - 2 20 PM

No. JAN 22 1962

INTERSTATE COMMERCE COMMISSION

Date.....
Fee \$ 21.00

RECORDATION NO. 7738 Filed 1925 ICC Washington, D. C.

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

JAN 22 1962 - 2 20 PM

Dear Sir:

INTERSTATE COMMERCE COMMISSION

We transmit to you herewith by certified mail for recordation, pursuant to Section 20c of the Interstate Commerce Act, an original and two certified counterparts of the Fourth Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated October 26, 1981, by and between Union Tank Car Company, 111 West Jackson Boulevard, Chicago, Illinois 60604 (the "Company") and Morgan Guaranty Trust Company of New York, 23 Wall Street, New York, New York 10015 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of December 15, 1974, between the Company and the Bank. The Supplemental Agreement evidences the substitution under the said Equipment Trust Agreement of the railroad cars described in Schedule A attached hereto.

Also enclosed for recordation is an original and two certified counterparts of a Bill of Sale to the Company from the Bank, which Bill of Sale relates to the railroad cars in respect of which the aforesaid substitution was made. The railroad cars covered by the said Bill of Sale are described in Schedule B attached hereto. The Bill of Sale releases the Equipment described in Schedule B from the encumbrance created by the Equipment Trust Agreement.

The Supplemental Agreement and the said Bill of Sale should be recorded as supplements to the Equipment Trust Agreement dated as of December 15, 1974, which was recorded with your office on December 11, 1974, and assigned recordation number 7738. We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.

Please return the original copy of the Supplemental Agreement and the Bill of Sale to the undersigned.

Very truly yours,

UNION TANK CAR COMPANY

A. B. Hillman



BILL OF SALE

Morgan Guaranty Trust Company of New York
as Trustee under Equipment Trust Agreement
Dated as of December 15, 1974 (Series 11)

to

Union Tank Car Company

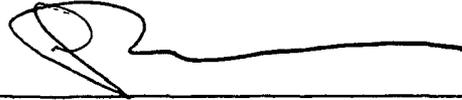
KNOW ALL MEN BY THESE PRESENTS, that Morgan Guaranty Trust Company of New York (the "Bank"), as Trustee under that certain Equipment Trust Agreement dated as of December 15, 1974 (the "Agreement"), by and between the Bank, as Trustee, and Union Tank Car Company (the "Company"), in consideration of the conveyance to the Bank, as Trustee, of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and of the compliance by the 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, has sold, assigned, transferred, set over and delivered, and by these presents does hereby sell, assign, transfer, set over and deliver unto the Company all of the Equipment heretofore assigned by the Company to the Bank, as Trustee aforesaid, pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto annexed and by reference incorporated herein, hereby warranting that such Equipment is free and clear from all liens and encumbrances of the Bank.

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

IN WITNESS WHEREOF, the Bank, as Trustee aforesaid, has
caused this instrument to be duly executed by a proper cor-
porate officer thereunto duly authorized, and its corporate
seal to be hereunto affixed and attested, this 15th day of
DECEMBER, 1981.

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK

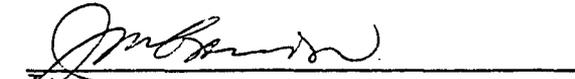
By



P. J. Crooks
Vice President

[CORPORATE SEAL]

ATTEST:


Its

STATE OF)
)
COUNTY OF) SS.

On this 15 day of December, 1981, before me, a
Notary Public in and for said County, personally appeared
P. J. Crooks and J. M. Gaudioso

to me personally known, who being by me duly sworn did say
that they are respectively TRUST OFFICER and
Assistant Secretary of Morgan Guaranty Trust Company
of New York, 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 authority of its
Board of Directors, and said P. J. Crooks
and J. M. Gaudioso acknowledged that the execution
of the foregoing instrument was the free act and deed of
said Bank.

Harold Robinson
Notary Public

HAROLD ROBINSON
Notary Public, State of New York
Qualified in Queens County
Certificate Filed in New York County
No. 41-4731133
Commission Expires March 30, 1982

My Commission Expires:

SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Capacity</u>	<u>Road Numbers</u>
1	TM	21,000 Gal	RTCX27327
1	LO	4,750 Cu Ft	UTCX43682
1	LO	4,750 Cu Ft	UTCX43688
1	LO	4,750 Cu Ft	UTCX43692
1	Covered Hopper	4,750 Cu Ft	UTCX45853
1	Covered Hopper	4,750 Cu Ft	UTCX45877
1	Covered Hopper	4,750 Cu Ft	UTCX45981
1	TM	29,200 Gal	UTLX40863
1	LO	4,750 Cu Ft	UTLX44310
1	LO	4,750 Cu Ft	UTLX44328
1	LO	4,750 Cu Ft	UTLX44329
1	LO	4,750 Cu Ft	UTLX44375
1	LO	4,750 Cu Ft	UTLX44455
1	LO	4,750 Cu Ft	UTLX44494
1	TM	30,000 Gal	UTLX46696
1	TM	20,000 Gal	UTLX72731
1	TM	23,500 Gal	UTLX74163
1	TM	23,500 Gal	UTLX74173
1	TM	23,500 Gal	UTLX74221
1	TM	23,500 Gal	UTLX74305
1	TM	23,500 Gal	UTLX74309
1	TM	23,500 Gal	UTLX74312
1	TM	23,500 Gal	UTLX74315
1	TM	23,500 Gal	UTLX74316
1	TM	23,500 Gal	UTLX74317
1	TM	23,500 Gal	UTLX74329
1	TM	23,500 Gal	UTLX74333
1	TM	23,500 Gal	UTLX74461
1	TM	17,400 Gal	UTLX76921
<u>29</u>			