STATE OF ILLINOIS)
) SS
COUNTY OF LAKE)

RECORDATION NO. 6168-K Filed & Recorded

OCT 28 1975 - 9 45 AM

INTERSTATE COMMERCE COMMISSION

C E R T I F I C A T E

The undersigned, Arthur B. Hillman, III, a Notary Public in and for said County, states that he compared the attached copy of the Bill of Sale from Bankers Trust Company dated the 17th day of October, 1975, with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his signature and notarial seal this 22nd day of October, 1975.

Arthur B. Hillman III
Notary Public

(My Commission expires: April 2, 1978)

BILL OF SALE

Bankers Trust Company

as Trustee under Equipment Trust Agreement

Dated as of May 1, 1971 (Series 7)

To

Union Tank Car Company

KNOW ALL MEN BY THESE PRESENTS, that Bankers Trust Company (the "Bank"), as Trustee under that certain Equipment Trust Agreement dated as of May 1, 1971 (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 its right, title and interest in and to those certain units of 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.

THIS BILL OF SALE releases the Equipment described in Schedule B from the lien of the Agreement, which was recorded with the Interstate Commerce Commission on May 28, 1971, and assigned recordation number 6168.

IN WITNESS WHEREOF, the Bank, as Trustee aforesaid, has caused this instrument to be duly executed by a proper corporate officer thereunto duly authorized, and its corporate seal to be hereunto affixed and attested, this 17th day of October, 1975.

BANKERS TRUST COMPANY

By Romano I. Peluso

ROMANO I. PELUSO ASSISTANT VICE PRESIDENT

(CORPORATE SEAL)

ATTEST:

Carl H. Nasib CARL H. NASIB

Its Assistant Secretary

STATE OF NEW YORK)
) SS.
COUNTY OF New York)

On this 17th day of October, 1975, before me, a Notary Public in and for said County, personally appeared ROMANO I. PELUSO and CARL H. NASIB to me personally known, who being by me duly sworn did say that they are respectively ASSISTANT VICE PRESIDENT 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 authority of its Board of Directors, and said ROMANO I. PELUSO and CARL H. NASIB acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.

Harriet A. Drandoff
Notary Public

My Commission Expires:

HARRIET A. DRANDOFF
Notary Public, State of New York
No. 24-9820916
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1976

SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT

Quantity	A.A.R. Mechanical Designation Code	Capacity in Gallons	Road Numbers
1	Gondola	100 Ton	100008
1	Gondola	100 Ton	100019
1	Gondola	100 Ton	100025
1	Gondola	100 Ton	100030
1	Gondola	100 Ton	100039
1	Gondola	100 Ton	100056
1	Gondola	100 Ton	100089
1	Gondola	100 Ton	100097
1	Gondola	100 Ton	100101
1	Gondola	100 Ton	100115
1	Gondola	100 Ton	100118
1	Gondola	100 Ton	100125
1	Gondola	100 Ton	100150
1	Gondola	100 Ton	100203
1	Gondola	100 Ton	100210
1	Gondola	100 Ton	100213
1	Gondola	100 Ton	100217
1	Gondola	100 Ton	100225
1	Gondola	100 Ton	100228
1	Gondola	100 Ton	100236
1	Gondola	100 Ton	100241
1	Gondola	100 Ton	100244
1	Gondola	100 Ton	100260
1	TM	20,000	47922
1	TM	23,000	48181
1	TM	20,000	48305
1	TMI	23,500	75014
1	TMI	23,500	75049
1	TMI	23,500	75059
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All Trust Equipment is lettered UTLX except for the Gondolas which are lettered UNPX.