

STATE OF ILLINOIS)
)
COUNTY OF COOK)

SS.

57812

ILLINOIS COMMERCE COMMISSION

C E R T I F I C A T E

The undersigned, Helen Joy Krug, a Notary Public in and for said County, states that she compared the attached copy of the Bill of Sale dated the 15th day of May, 1974, from United States Trust Company of New York to Union Tank Car Company 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 her signature and notarial seal this 20th day of May, 1974.

My Commission Expires July 10, 1976

Helen Joy Krug
Notary Public

BILL OF SALE

UNITED STATES TRUST
COMPANY OF NEW YORK

as Trustee under Equipment Trust Agreement

Dated as of July 1, 1970 (Series 6)

To

Union Tank Car Company

KNOW ALL MEN BY THESE PRESENTS, that United States Trust Company of New York (the "Bank"), as Trustee under that certain Equipment Trust Agreement dated as of July 1, 1970 (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 each identified with the initials UTLX, and more 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.

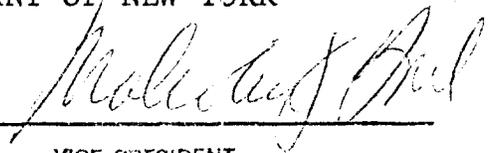
TO HAVE AND TO HOLD the said Equipment unto the Company and its successors and assigns forever.

This Bill of Sale releases said Equipment from the encumbrance created by the Agreement, which was filed with the Interstate Commerce Commission on July 15, 1970, and assigned recordation number 5781.

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 15 day of May, 1974.

UNITED STATES TRUST
COMPANY OF NEW YORK

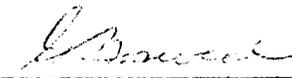
By



VICE PRESIDENT

(CORPORATE SEAL)

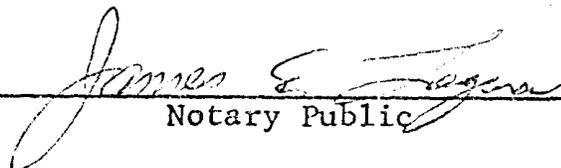
ATTEST:



Its ASST. SECRETARY

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) SS

On this 15th day of May, 1974, before me, a Notary Public in and for said County, personally appeared MALCOLM J. HOOD and IRENE R. SCOGGA to me personally known, who being by me duly sworn did say that they are respectively _____
VICE PRESIDENT and ASST. SECRETARY of United States 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 MALCOLM J. HOOD and IRENE R. SCOGGA acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.



Notary Public

My Commission Expires:

MARCH 30, 1975

JAMES E. LOGAN
Notary Public, State of New York
No. 24-239322B
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1975

SERIES 6

SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	A.A.R. Mechanical Designation <u>Code</u>	<u>Capacity In Gallons</u>	<u>Road Numbers</u>
1	TM	20,000	00540
1	TA	13,700	13010
1	TPI	26,700	30042
1	TM	20,400	48689
1	TM	20,400	48691
1	TMI	20,400	75180
1	TMI	13,300	75928
1	TMI	13,600	76301
1	TMI	13,300	76656
1	TMI	10,200	76914
1	TMI	20,400	77317
1	TMI	22,500	77503
<u>1</u>	TMI	22,500	77522
<u>13</u>			