

6372-B

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

REC'D - CIVIL
JUL 20 1972 4 45 PM

C E R T I F I C A T E

The undersigned, Mary Jane Napoleon, a Notary Public in and for said County, states that she compared the attached copy of the Bill of Sale dated the 19th day of June, 1972, from Union Tank Car Company to First National City Bank 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 14th day of July, 1972.

Mary Jane Napoleon
Notary Public

My Commission Expires November 13, 1972

BILL OF SALE

Union Tank Car Company

to

First National City Bank

as Trustee of Union Tank Car Company

Equipment Trust (Series 8)

THIS BILL OF SALE from UNION TANK CAR COMPANY, a Delaware corporation ("Union"), to FIRST NATIONAL CITY BANK, as Trustee under that certain Equipment Trust Agreement dated as of October 1, 1971 (the "Trust Agreement"), by and between Union and said First National City Bank, as Trustee (the "Trustee").

W I T N E S S E T H:

WHEREAS, Union has caused a total of \$25,000,000 principal amount of 7 3/4% Equipment Trust Certificates due October 1, 1991 (Series 8) (the "Trust Certificates"), to be issued pursuant to the provisions of the Trust Agreement, and has unconditionally guaranteed the Trust Certificates by endorsement; and

WHEREAS, the Trust Agreement provides for the assignment and transfer to the Trustee as security for the Trust Certificates, of certain Equipment (as defined in the Trust Agreement); and

WHEREAS, the aggregate final Cost (as defined in the Trust Agreement) of the Equipment heretofore delivered to the Trustee pursuant to Section 4.04 of the Trust Agreement has been determined to be less than 133-1/3% of the aggregate principal amount of Trust Certificates issued pursuant to Section 2.01 of the Trust Agreement; and

WHEREAS, pursuant to said Section 4.04, Union desires to transfer and convey to the Trustee additional Equipment (the "Additional Equipment") in such amount and of such Cost that the final Cost of the Trust Equipment will be at least 133-1/3% of the aggregate principal amount of said Trust Certificates; and

WHEREAS, the Additional Equipment which Union desires to transfer and convey to the Trustee is described in Schedule A hereto annexed and by reference incorporated herein;

NOW, THEREFORE, for valuable consideration, the receipt whereof is hereby acknowledged, Union has sold, assigned, transferred, set over and delivered, and by these presents does hereby sell, assign, transfer, set over and deliver unto the Trustee the Additional Equipment, hereby warranting that it has good and valid title to the Additional Equipment and that the title to the Additional Equipment is free and clear from all liens and encumbrances (including leasehold interests) other than the rights of Union

under the Trust Agreement, to have and to hold the Additional Equipment unto the Trustee and its successors and assigns forever.

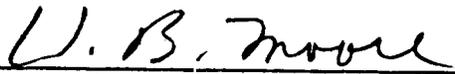
IN WITNESS WHEREOF, Union has caused this instrument to be duly executed by its proper corporate officers hereunto duly authorized and its corporate seal to be hereunto affixed and attested, this 19th day of June, 1972.

UNION TANK CAR COMPANY

By 
Vice President

(CORPORATE SEAL)

ATTEST:

By 
Assistant Secretary

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS

On this 19th day of June, 1971, before me, Mary Jane Napoleon, a Notary Public in and for said County, personally appeared D. B. Romans and W. B. Moore to me personally known, who being by me duly sworn did say that they are respectively a Vice President and an Assistant Secretary of Union Tank Car Company, that the seal affixed to the foregoing instrument was signed and sealed on behalf of said corporation by authority of the Board of Directors, and said D. B. Romans and W. B. Moore acknowledged that the execution of the foregoing was the free act and deed of said corporation.

Mary Jane Napoleon
Notary Public

My commission expires:

My Commission Expires November 13, 1972

SCHEDULE A

SERIES 8

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers*</u>
4	TA	13,700	14023 14026 14027 14028
18	TMI	20,000	76466 76477 76696 76766 76770 76802 78109 78113 78114 78119 78120 78124 78140 78142 78143 78147 78158 78161
6	TMI	23,000	78425 78428 78432 78436 78452 78454

* All Equipment is Lettered UTLX

SCHEDULE A

SERIES 8

DESCRIPTION OF TRUST EQUIPMENT - CONT.

<u>Quantity</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers*</u>
2	TM	13,800	14327
			14328
4	TMI	22,800	73399
			73400
			73402
			73403
17	TMI	23,500	73382
			73383
			73384
			73385
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			73396
			73397
			73398

* All Equipment is Lettered UTLX