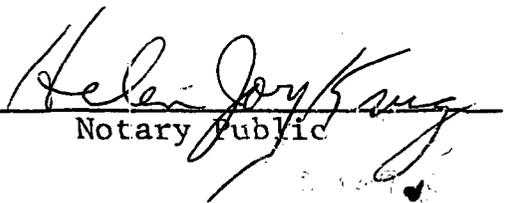


STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

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 18th day of May, 1973,
from Union Tank Car Company to The First National Bank of Chicago
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 18th day of May,
1973.



Notary Public

My Commission Expires July 10, 1976

RECORDATION NO.

6814 D

Filed

MAY 21 1973 - 4 30 PM

STATE COMMISSION

BILL OF SALE

Union Tank Car Company

to

The First National Bank of Chicago, as Trustee
under Equipment Trust Agreement dated as of
September 15, 1972

KNOW ALL MEN BY THESE PRESENTS, that for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable considerations, the receipt whereof is hereby acknowledged, Union Tank Car Company, a Delaware corporation (herein the "Company"), has sold, assigned, transferred, set over and delivered, and by these presents does hereby sell, assign, transfer, set over and deliver, unto The First National Bank of Chicago, as Trustee under that certain Equipment Trust Agreement dated as of September 15, 1972 (the "Trust Agreement"), between the Company and said The First National Bank of Chicago, 357 railroad cars (herein the "cars"), each identified with the initials UTLX (unless otherwise indicated), and more fully described in Schedule A attached hereto and hereby incorporated herein and made a part hereof.

The Company hereby warrants title to the cars is free from all liens and encumbrances (including any leasehold interest therein) other than the rights of the Company under the Trust Agreement.

TO HAVE AND TO HOLD the cars unto The First National Bank of Chicago, Trustee, and its successors and assigns, forever.

IN WITNESS WHEREOF, Union Tank Car Company has caused this instrument to be duly executed by its proper corporate officers thereunto duly authorized and its corporate seal to be hereunto affixed and attested this 18th day of May, 1973.

UNION TANK CAR COMPANY

By *H. R. Brown*
Vice President

(CORPORATE SEAL)

ATTEST:

W. B. Moore
Assistant Secretary

DESCRIPTION OF TRUST EQUIPMENT

<u>Number of Cars</u>	<u>Serial Numbers From - Through (Inclusive)</u>	<u>Capacity U.S. Gallons</u>	<u>A.A.R. Mechanical Designation</u>
17	BCOL2214 - BCOL2230	3,300 Cu.Ft.	LO
6	14260 - 14265	13,800	TM
4	14267 - 14270	13,800	TM
7	47678 - 47684	20,000	TM
11	47685 - 47695	20,000	TM
6	47718 - 47723	20,000	TM
3	47725 - 47733	20,000	TM
1	47735 - 47737	20,000	TM
1	80180	3,300 Cu.Ft.	LO
2	80363 - 80364	3,300 Cu.Ft.	LO
22	CN374300 - CN374321	3,300 Cu.Ft.	LO
88	SUB-TOTAL		

Number of Cars	Serial Numbers From - Through (Inclusive)	Capacity U.S. Gallons	A.A.R. Mechanical Designation
1	75314	20,000	TMI
1	75317	20,000	TMI
1	75328	20,000	TMI
2	75337 - 75338	20,000	TMI
1	75353	23,000	TMI
2	75356 - 75357	23,000	TMI
1	75363	23,000	TMI
2	75368 - 75369	23,000	TMI
1	75382	23,000	TMI
1	75401	23,000	TMI
1	75411	23,000	TMI
1	75413	23,000	TMI
1	75417	23,000	TMI
1	75436	23,000	TMI
1	75445	23,000	TMI
1	75447	23,000	TMI
1	75455	23,000	TMI
1	75457	20,000	TMI
1	75469	20,000	TMI
2	75478 - 75479	20,000	TMI
2	75490 - 75491	20,000	TMI
1	75548	23,000	TMI
14	76134 - 76147	23,000	TMI
4	76198 - 76201	23,000	TMI
1	76207	23,000	TMI
1	76218	23,000	TMI
1	76220	23,000	TMI
1	76233	23,000	TMI
1	76238	23,000	TMI
2	76240 - 76241	23,000	TMI
5	76245 - 76249	20,000	TMI
1	76253	20,000	TMI
2	76255 - 76256	20,000	TMI
1	76259	20,000	TMI
1	76273	20,000	TMI
269	SUB-TOTAL		
357	TOTAL		