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RECORDATION NO. _____ Filed & Recorded

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INTERSTATE COMMERCE COMMISSION

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 as of the 14th day of April, 1974, from The First National Bank of Chicago to Union Tank 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 15th day of April, 1974.

Helen Joy Krug

Notary Public

My Commission Expires July 10, 1976

BILL OF SALE

THE FIRST NATIONAL BANK OF CHICAGO
as Trustee under Equipment Trust Agreement
dated as of September 15, 1972 (Series C)

to

UNION TANK CAR COMPANY

KNOW ALL MEN BY THESE PRESENTS, that for valuable consideration, the receipt whereof is hereby acknowledged, The First National Bank of Chicago (herein the "Bank"), as Trustee under that certain Equipment Trust Agreement (herein the "Agreement") dated as of September 15, 1972 (Series C), as amended, between the Bank, as Trustee, and 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 Company three hundred (300) railroad cars heretofore conveyed by the Company to the Bank, as Trustee aforesaid, pursuant to the Agreement, which railroad cars are each identified with the initials BCIT and more fully described in Schedule A attached hereto and made a part hereof, hereby warranting that such railroad cars are free and clear from all liens and encumbrances of the Bank.

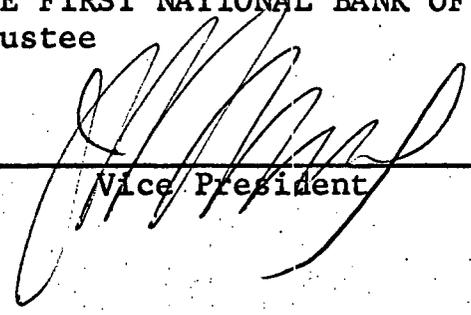
TO HAVE AND TO HOLD the said cars unto the Company and its successors and assigns forever.

The Bank hereby confirms that the railroad cars covered by this Bill of Sale (described in Schedule A hereto) constitute a portion of the railroad cars heretofore assigned by the Company to the Bank pursuant to bills of sale dated December 28, 1973, and March 14, 1974.

IN WITNESS WHEREOF, the Bank, as Trustee aforesaid, 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, as of the 14th day of April, 1974.

THE FIRST NATIONAL BANK OF CHICAGO,
Trustee

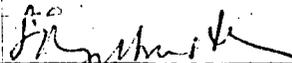
By



Vice President

(CORPORATE SEAL)

ATTEST:



Trust Officer

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 15th day of April, 1974, before me a Notary Public in and for said County appeared J. R. Grimes and S. R. Zilberstein to me personally known, who being by me duly sworn did say that they are respectively a Vice President and a Trust Officer of The First National Bank of Chicago, 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 the Board of Directors and said _____
J. R. Grimes and S. R. Zilberstein
acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.

Kurt Brewer
Notary Public

My commission expires:

January 30, 1977

SCHEDULE A

Description of Trust Equipment

<u>Number of Units</u>	<u>Description</u>	<u>Road Numbers* From-Through (Inclusive)</u>
300	100 ton bulkhead flat cars	16150-16337 16344 16350-16377 16379-16385 16387-16389 16410-16411 16413-16414 16416 16423-16424 16426-16427 16435-16437 16445-16446 16449-16450 16452-16453 16464-16465 16477-16479 16483-16484 16486 16490-16491 16496-16498 16503 16515-16518 16520 16529-16541 16546 16548-16549 16552 16559-16563 16565-16569 16571-16576 16650-16652

* All of the above Trust Equipment is lettered BCIT.