

STATE OF ILLINOIS)
) SS
COUNTY OF LAKE)

RECORDATION NO. 7738 C Filed & Recorded

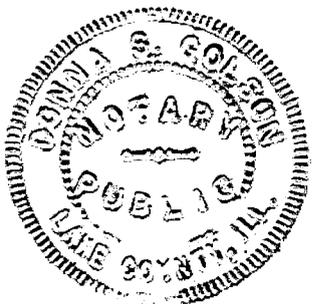
DEC 19 1977 3 45 PM

INTERSTATE COMMERCE COMMISSION

C E R T I F I C A T E

The undersigned, Donna S. Golson, a Notary Public in and for said County, states that she compared the attached copy of the Bill of Sale dated the 12th day of December, 1977 from Morgan Guaranty 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 14th day of December, 1977.



Donna S. Golson
Notary Public

BILL OF SALE

Morgan Guaranty Trust Company of New York
as Trustee under Equipment Trust Agreement

Dated as of December 15, 1974 (Series 11)

to

Union Tank Car Company

KNOW ALL MEN BY THESE PRESENTS, that Morgan Guaranty Trust Company of New York (the "Bank"), as Trustee under that certain Equipment Trust Agreement dated as of December 15, 1974 (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 described in Schedule B

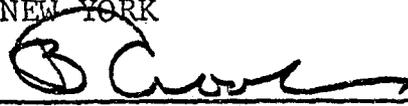
hereto annexed and by reference incorporated herein, hereby warranting that such Equipment is free and clear from all liens and encumbrances of the Bank.

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 December 11, 1974, and assigned recordation number 7738.

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 12th day of December, 1977.

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK

By 

TRUST OFFICER

(CORPORATE SEAL)

ATTEST:


ASSISTANT SECRETARY

STATE OF NEW YORK)
) SS.
COUNTY OF _____)

On this 12th day of December, 1977, before me, a
Notary Public in and for said County, personally appeared
P. J. Crooks and A. Cordaro
to me personally known, who being by me duly sworn did say
that they are respectively TRUST OFFICER and
ASSISTANT SECRETARY of Morgan Guaranty 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 P. J. Crooks and
A. Cordaro acknowledged that the execution
of the foregoing instrument was the free act and deed of said
Bank.

Elizabeth A. Buckley
Notary Public

My Commission Expires:

ELIZABETH A. BUCKLEY
Notary Public, State of New York
~~Qualified in Dutchess County~~
Certificate Filed in New York County
No. 52-4620859
Commission Expires March 30, 1979

SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
1	Covered Hopper	4,750 CUFT	UTCX45864
1	Covered Hopper	4,750 CUFT	UTCX45869
1	Covered Hopper	4,750 CUFT	UTCX45870
1	Covered Hopper	4,750 CUFT	UTCX45900
1	TM	16,000	UTCX25322
1	LO	4,750 CUFT	UTLX44303
1	LO	4,750 CUFT	UTLX44308
1	LO	4,750 CUFT	UTLX44322
1	LO	4,750 CUFT	UTLX44325
1	LO	4,750 CUFT	UTLX44347
1	LO	4,750 CUFT	UTLX44348
1	LO	4,750 CUFT	UTLX44361
1	LO	4,750 CUFT	UTLX44363
1	LO	4,750 CUFT	UTLX44365
1	LO	4,750 CUFT	UTLX44488
1	TM	30,000	UTLX46779
1	TM	26,000	UTLX58256
1	TM	26,000	UTLX58358

SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
1	TM	23,500	UTLX72861
1	TM	23,000	UTLX72903
1	TM	23,500	UTLX74405
1	TM	17,400	UTLX74579
1	TM	17,400	UTLX74838
1	TM	17,000	UTLX75844
1	TM	17,000	UTLX75854
1	TM	23,500	UTLX77336
1	TM	17,000	UTLX78600
1	TM	17,000	UTLX78629
<u>1</u>	TM	17,000	UTLX78634