

FEB 27 1984 9 40 AM

BILL OF SALE

INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that EVANS RAILCAR LEASING COMPANY, an Illinois corporation (hereinafter called "Seller"), for and in consideration of ONE DOLLAR (\$1.00) and other good and valuable consideration, the receipt whereof is acknowledged does hereby sell, assign, transfer, convey and set over unto Bank of America National Trust & Savings Association (hereinafter called "Trustee"), as Trustee under that certain Equipment Trust Agreement Series 21 dated as of January 15, 1981, as amended by Supplemental Agreement dated as of September 1, 1983 between the Seller and the Trustee, and to its successors and assigns, the railroad equipment (hereinafter called "Equipment"), described in Exhibit B hereto.

The Seller hereby warrants to the Trustee, its successors and assigns, that as of the date hereof (a) the Seller has legal title to the Equipment and good and lawful right to sell the same as herein provided; (b) Seller's title, as aforesaid, is free and clear of all claims, liens, security interests and encumbrances of any nature except for (i) the above mentioned Equipment Trust Agreement, as amended as aforesaid, (ii) matters permitted by Section 6.02 thereof and (iii) any leases permitted by Section 4.09 thereof; and (c) it will warrant and defend such title against all lawful claims and demands whatsoever.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed, sealed, attested and delivered by its officers thereunto duly authorized, as of this 1st day of September, 1983.

(CORPORATE SEAL)

ATTEST:

EVANS RAILCAR LEASING COMPANY

Thomas L. Schoenbeck
Assistant Secretary

By: [Signature]
Vice President

EXHIBIT B

SERIES 21

SUBSTITUTE EQUIPMENT

<u>Number</u>	<u>Description</u>	<u>Reporting Marks</u>
7	21,000 Gallon Coiled & Insulated Tank Cars	USLX 22081-22087

STATE OF ILLINOIS

COUNTY OF COOK

On this 1st day of September, 1983, before me personally appeared Paul R. Leah and Thomas D. Schoenbeck, to me personally known, who, being by me duly sworn, say that they are Vice President and Assistant Secretary, respectively of EVANS RAILCAR LEASING COMPANY, that one of the seals affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

My commission expires:

2-4-85

Susan E. Muchfield
Notary Public