

REGISTRATION NO. 8598-E
FILED 1025

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IN. ESTAT. COMMERCE COMMISSION

BILL OF SALE

MANUFACTURERS HANOVER TRUST COMPANY

as Trustee under Equipment Trust Agreement

Dated as of December 1, 1976 (Series 14)

to

Union Tank Car Company

KNOW ALL MEN BY THESE PRESENTS, that Manufacturers Hanover Trust Company (the "Bank"), as Trustee under that certain Equipment Trust Agreement dated as of December 1, 1976 (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.

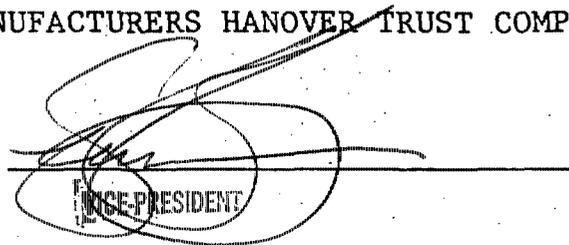
TO HAVE AND TO HOLD the said Equipment unto the Company and its successors and assigns forever.

This Bill of Sale releases said Equipment from the encumbrance created by the Agreement, which was filed with the Interstate Commerce Commission on December 3, 1976 and assigned recordation number 8598.

IN WITNESS WHEREOF, the Bank, as Trustee aforesaid, has caused this instrument to be duly executed by the proper corporate officer thereunto duly authorized, and its corporate seal to be hereunto affixed and attested this 24th day of October, 1980.

MANUFACTURERS HANOVER TRUST COMPANY

By



VICE-PRESIDENT

(CORPORATE SEAL)

ATTEST:

JC Knight
Assistant Secretary

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) SS

On this 24th day of October, 1980, before me,
a Notary Public in and for said County, personally appeared
J. C. CRANE and J. C. KNIGHT to me
personally known, who being by me duly sworn did say that
they are respectively a Vice President and Assistant
Secretary of Manufacturers Hanover Trust Company, that the
seal affixed to the foregoing instrument is the corporate
seal of said corporation, that said instrument was signed
and sealed on behalf of said corporation by authority of
the Board of Directors, and said J. C. CRANE
acknowledge that the execution of the foregoing
instrument was the free act and deed of said corporation.

My Commission Expires:

3/30/82


Mary Leonard
Notary Public

MARY LEONARDI
Notary Public, State of New York
No. 40-7495520
Qualified in Putnam County
Certificate filed in New York County
Commission Expires March 30, 1982

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	Box Car	70 Ton	BCIT841550
1	Box Car	70 Ton	BCIT841584
1	Covered Hopper	2,100 CUFT	UNPX121668
1	LO	2,100 CUFT	UNPX121670
1	LO	2,100 CUFT	UNPX121672
1	LO	2,100 CUFT	UNPX121677
1	LO	2,100 CUFT	UNPX121678
1	LO	2,100 CUFT	UNPX121683
1	LO	2,100 CUFT	UNPX121685
1	TA	13,500 GAL	UTLX12652
1	TA	13,500 GAL	UTLX12675
1	TM	17,600 GAL	UTLX71772
1	TM	8,000 GAL	UTLX72261
1	TM	16,800 GAL	UTLX76016
1	TP	24,690 GAL	UTLX96188
<u>15</u>			