

STATE OF ILLINOIS )  
                          )  
COUNTY OF LAKE    )    SS

JAN 26 1981 - 11 25 AM  
INTERSTATE COMMERCE COMMISSION

C E R T I F I C A T E

The undersigned, Linda M. Schultz, a Notary Public in and for said County, states that she compared the attached copy of the Bill of Sale dated the 20th day of January 1981, from Manufacturers Hanover Trust Company to Union Tank Car Company with the original document, and certifies that it is a true and correct copy in all respect.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 22nd day of January 1981.

*Linda M. Schultz*  
Notary Public

My Commission Expires:  
May 21, 1983

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.

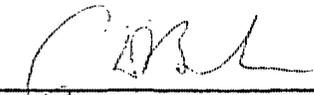
TO HAVE AND TO HOLD the said Equipment unto the Company and its successors and assigns forever.

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 20 day of January, 1981.

MANUFACTURERS HANOVER TRUST COMPANY

By

  
\_\_\_\_\_  
VICE PRESIDENT

(Corporate Seal)

ATTEST:

  
\_\_\_\_\_  
Assistant Trust Officer

## SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT

| <u>Quantity</u> | <u>A.A.R.<br/>Mechanical<br/>Designation<br/>Code</u> | <u>Capacity<br/>in<br/>Gallons</u> | <u>Road Numbers</u>            |
|-----------------|---|------------------------------------|--------------------------------|
| 1               | Power Car   | 70 Ton                             | SRGX 600                       |
| 4               | Grinding Car  | 70 Ton                             | SRGX 602, SRGX 604             |
| $\frac{1}{6}$   | Camp Car  | 70 Ton                             | SRGX 606, SRGX 608<br>SRGX 609 |

STATE OF NEW YORK )  
 ) ss  
COUNTY OF )

On this 20th day of January 1981, before me, a Notary Public in and for said County, personally appeared

G. K. BURKE and J. C. KNIGHT

to me personally known, who being by me duly sworn did say that they are respectively Vice President and Assistant Trust Officer of Manufacturers Hanover Trust Company, 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 Vice President and Assistant Trust Officer acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.

  
\_\_\_\_\_  
Gary Public

GARY LEONARDI  
Notary, State of New York  
No. 40-7495520  
Off in Putnam County  
Certified in New York County  
Comm. Expires March 30, 1982

My Commission Expires:

3/30/82