

REGISTRATION NO. 8598-K Filed 1128

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INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)
)
COUNTY OF COOK)

CERTIFICATE

The undersigned, Therese Grimm, a Notary Public in and for said County, states that she compared the attached copy of the Bill of Sale dated the 23rd day of October, 1984, 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 respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 9th day of November, 1984.

Therese Grimm

Notary Public

BY COMMISSION EXPIRES... 7/23/88

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 fully 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 the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded 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 a proper corporate officer thereunto duly authorized, and its corporate seal to be hereunto affixed and attested, this 23rd day of October, 1983.

MANUFACTURERS HANOVER TRUST
COMPANY

By JC Knight
Assistant Vice President

(CORPORATE SEAL)

ATTEST

JEMoyave
Trust Officer
Its

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

On this 23rd day of October, 1984, before me, a Notary Public in and for said County, personally appeared I. C. KNIGHT and J. E. Mogavero to me personally known, who being by me duly sworn did say that they are respectively ASST. VICE PRESIDENT and 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 the Board of Directors, and said I. C. KNIGHT and J. E. Mogavero acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.

Kenneth F. Cogland
Notary Public

My Commission Expires:

KENNETH F. COGLAND
Notary Public, State of New York
No. 24-4774321
Qualified in Kings County
Certificate Filed in New York County
Commission Expires March 31, 1988

SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Description Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
4	Box Car	70 Ton	BCIT 841422, 841454, 841463, 841518
5	Gondola	100 Ton	UNPX 102415, 102521, 102530, 102569, 102585
3	TM	14,500	UTLX 12337, 12340, 12362
1	TM	16,000	UTLX 76922
1	TM	16,800	UTLX 79575
2	TM	17,000	UTLX 72067, 72334
<u>1</u>	TM	23,500	UTLX 71441
17 Total			