

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

REGISTRATION NO. 104978 Filed 1420

NOV 26 1985 10 12 AM

INTERSTATE COMMERCE COMMISSION

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 30th day of October, 1985, from The First National Bank of Chicago 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 4th day of November, 1985.

Therese Grimm

Notary Public

MY COMMISSION EXPIRES 7/23/88

BILL OF SALE

The First National Bank of Chicago
as Trustee under Equipment Trust Agreement

Dated as of June 1, 1979 (Series 16)

to

Union Tank Car Company

KNOW ALL MEN BY THESE PRESENTS, that The First National Bank of Chicago (the "Bank"), as Trustee under that certain Equipment Trust Agreement dated as of June 1, 1979 (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 June 12, 1979, and assigned recordation number 10497.

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 30th day of October, 1985.

THE FIRST NATIONAL BANK
OF CHICAGO

By 
R. D. Manella VICE PRESIDENT

(CORPORATE SEAL)

ATTEST:


B. Dwyer Trust Officer
Its

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 30th day of October, 1985, before me, a Notary Public in and for said County, personally appeared R. D. Manella and B. Dwyer to me personally known, who being by me duly sworn did say that they are respectively VICE PRESIDENT and Trust Officer of The First National Bank of Chicago, 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 R. D. Manella and B. Dwyer acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.

B. Amitchell
B. AMITCHELL
Notary Public

My Commission Expires:

DEC. 27, 1986

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE B - DESCRIPTION OF EQUIPMENT TRUST
FOR SUBSTITUTION

CERTIFICATE TRUST SERIES: R016

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
1	BOXT	70	BC1T841680
7	LOC	4,750	UTCX43304, UTCX43562, UTCX43595, UTCX43608, UTCX45166, UTCX45185, UTCX45418
1	TA	13,000	11003
6	TA	13,500	11653, 11661, 11680, 11714, 11763, 11789
3	TM	14,000	25893, 25985, 25990
1	TM	17,000	66030
2	TM	17,500	70559, 70572
1	TP	25,000	96074
22	TOTAL		