

BILL OF SALE

10499-0

The First National Bank of Chicago SEP 1 1988-11 AM
as Trustee under Equipment Trust Agreement
Dated as of June 1, 1979 (Series 16) INTERSTATE COMMERCE COMMISSION
to
Union Tank Car Company

KNOW ALL MEN BY THESE PRESENTS, that The First National Bank of Chicago ("Trustee"), as trustee under that certain Equipment Trust Agreement dated as of June 1, 1979 ("Agreement"), by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and other compliance by 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, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto 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.

IN WITNESS WHEREOF, Trustee has caused this instrument to duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, this June 30, 1988.

The First National Bank of Chicago

By: _____

R. D. Manella

VICE PRESIDENT

(CORPORATE SEAL)

ATTEST: JANICE OTT ROTUNNO

Janice Ott Rotunno
Its Trust Officer

2044



STATE OF Illinois)
COUNTY OF Cook) SS

On this 18th day of July, 1988, before me, a Notary Public in and for said County, personally appeared R. D. Manella and JANICE OTT ROTUNNO 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 prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.

S. Helmer
Notary Public
S. Helmer

My Commission Expires:



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

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
503	LUC	4,750	UTCX43300-UTCX43303, UTCX43305-UTCX43322, UTCX43500, UTCX43502-UTCX43504, UTCX43507- UTCX43512, UTCX43515-UTCX43517, UTCX43519- UTCX43524, UTCX43526-UTCX43527, UTCX43531- UTCX43532, UTCX43536-UTCX43539, UTCX43542- UTCX43557, UTCX43559-UTCX43561, UTCX43563, UTCX43566-UTCX43570, UTCX43574-UTCX43575, UTCX43582, UTCX43586-UTCX43588, UTCX43590- UTCX43591, UTCX43593-UTCX43594, UTCX43599- UTCX43602, UTCX43605-UTCX43606, UTCX43610- UTCX43620, UTCX43623-UTCX43625, UTCX43627- UTCX43630, UTCX43632-UTCX43634, UTCX43636, UTCX43638-UTCX43641, UTCX43643-UTCX43646, UTCX43649, UTCX45018-UTCX45040, UTCX45042- UTCX45059, UTCX45085-UTCX45119, UTCX45121- UTCX45145, UTCX45147, UTCX45154-UTCX45157, UTCX45159-UTCX45165, UTCX45167-UTCX45168, UTCX45170-UTCX45172, UTCX45174-UTCX45175, UTCX45177-UTCX45184, UTCX45186-UTCX45211, UTCX45213-UTCX45214, UTCX45300-UTCX45302, UTCX45304-UTCX45322, UTCX45324-UTCX45417, UTCX45419-UTCX45420, UTCX45422-UTCX45448, UTCX45450-UTCX45458, UTCX45460-UTCX45462, UTCX45464-UTCX45476, UTCX45478-UTCX45499, WCTR43505-WCTR43506, WCTR43513-WCTR43514, WCTR43518, WCTR43525, WCTR43528-WCTR43530, WCTR43535, WCTR43540, WCTR43558, WCTR43564, WCTR43565, WCTR43589, WCTR43592, WCTR43596, WCTR43598, WCTR43604, WCTR43607, WCTR43621- WCTR43622, WCTR43626, WCTR43631, WCTR43635, WCTR43622, WCTR43626, WCTR43648, WCTR45158, R016TP V UTCX043501147-WCTR43648, WCTR45158, WCTR45169, WCTR45176, WCTR45212, WCTR45303
16	TP	25,000	UTCX43501, UTCX43533-UTCX43534, UTCX43541, UTCX43571-UTCX43572, UTCX43576-UTCX43580, UTCX43583, UTCX43585, WCTR43573, WCTR43581, WCTR43584