STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

INTERSTATE COMMERCE COMMISSION
DEC 12 1988 1-05 PM
RECORDATION NO 8578-B
FILED 1425

CERTIFICATE

The undersigned, Joanne M. DeSanctis, a Notary Public in and for said County, states that she compared the attached copy of the Bill of Sale dated the 15th day of November, 1988, from Manufacturers Hanover Trust Company as Trustee under Equipment Trust Agreement dated as of December 1, 1976, 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 6th day of December, 1988.

Joanne M. DeSanctis
Notary Public

" OFFICIAL SEAL "
JOANNE M. DeSANCTIS
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 7/7/92

c:JDS:UVW:0001H

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 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.

IN WITNESS WHEREOF, THE BANK, as Trustee aforesaid, has cuased 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 15 day of November, 1988.

MANUFACTURERS HANOVER TRUST COMPANY

By: J Knight

ASST. VICE PRESIDENT

(CORPORATE SEAL)

ATTEST:

Carolyn P. Baxter

Its Trust Officer

STATE OF NY)
) SS
COUNTY OF Queens)

On this 15 day of November, 1988, before me, a Notary Public in and for said County, personally appeared T. C. KNIGHT and Carolyn P. Baxter 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 prior authority and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.

Michael L. Kiely
Notary Public

My Commission Expires:

MICHAEL F. KIELY
Notary Public, State of New York
No. 41-4910115
Qualified in Queens County
Certificate filed in New York County
Commission Expires October 26, 1989

c:enm:06334:0011.14

PROGRAM ACTB1027

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

RUN DATE: 07/29/88

CERTIFICATE TRUST SERIES: RC14

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
6	BOXT	70	BCIT841392,BCIT841496-BCIT841497,BCIT841557, BCIT841569,BCIT841581
11	GONT	100	UNPX102328,UNPX102400,UNPX102452,UNPX102479, UNPX102504,UNPX102513,UNPX102518-UNPX102519, UNPX102533,UNPX102558,UNPX102596
1	LOC	4,750	UTCX44361
1	TA	12,000	12843
2	TM	13,400	70001,77522
1	TM	14,500	12392
1	TM	16,000	77197
2	TM	17,000	72058,72327
3	TM	20,000	638,40342,71492
1	TM	23,500	71442
2	TM	30,000	40761,72321
1	TP	17,300	27963
2	TP	24,690	96121,96215
34	TOTAL		