

10497 R

DEC 6 1991 2:30 PM

INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)
COUNTY OF COOK)

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Bill of Sale dated November 6, 1991 with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 13th day of November, 1991.

Jean Fowler
Notary Public

UTC16



BILL OF SALE

THE FIRST NATIONAL BANK OF CHICAGO
as Trustee under Equipment Trust Agreement
Dated June 1, 1979
(Series 16)
to
UNION TANK CAR COMPANY

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INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that The First National Bank of Chicago, as successor to Wells Fargo Bank, N.A. ("Trustee"), as Trustee under that certain Equipment Trust Agreement ("Agreement") dated June 1, 1979, 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 be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of November 6, 1991.

THE FIRST NATIONAL BANK OF CHICAGO

(CORPORATE SEAL)

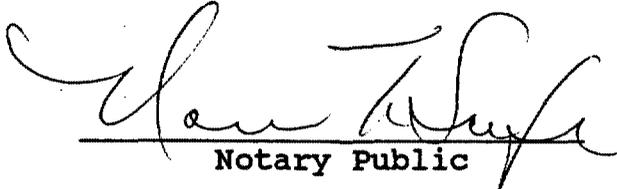
By: Jamie Ott Brunno

Attest:

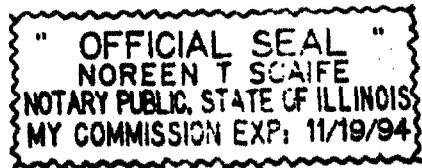
Sharon McGrath
Its

STATE OF ILLINOIS)
)
) SS
COUNTY OF COOK)

On this 6th day of November, 1991, before me, a Notary Public in and for said State and County, personally appeared JANICE OTT ROTUNNO and Sharon K. McGrath, to me personally known, who being by me duly sworn, did say that they are, respectively, Trust Officer and Assistant Vice President 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.


Notary Public

My Commission Expires:



UTC16

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
 WRECKED/RETIRED CARS (SCHEDULE B)
 R 16 SERIES 16 07/24/91

ROAD NUMBER	AAR CODE	CAR CAPACITY	UNIT MEAS	-CODES-		---DATES---		CERTIFICATE TRUST COST	NET BOOK VALUE
						IN USE	WRECKED/RETIRED		
BT 841699	ROXT	70	TON	2	2	04/79	08/88	\$ 34,103	\$ 13,215
BT 841708	ROXT	70	TON	2	2	04/79	11/90	34,103	13,215
BT 841830	ROXT	70	TON	2	2	04/79	04/91	34,103	13,215
BT 841856	ROXT	70	TON	2	2	04/79	12/88	34,103	13,215
CX 1541	TP	11,000	GAL	1	1	04/67	04/88	11,836	0
CX 16759	TA	10,000	GAL	1	1	06/67	12/90	11,381	0
CX 43637	LOC	4,750	CUFT	1	1	04/79	01/88	42,504	16,470
CX 45041	LOC	4,750	CUFT	1	1	05/79	11/87	37,001	14,492
CX 45120	LOC	4,750	CUFT	1	1	05/79	04/88	37,001	14,492
CX 45421	LOC	4,750	CUFT	1	1	01/79	04/88	34,250	12,844
CX 45449	LOC	4,750	CUFT	1	1	01/79	01/88	34,250	12,844
CX 46183	C214	5,800	CUFT	1	1	11/87	11/90	45,460	37,126
LX 11614	TA	14,000	GAL	1	1	01/79	02/88	28,083	10,531
LX 11770	TA	13,500	GAL	1	1	01/79	11/89	27,870	10,451
LX 42915	TM	18,000	GAL	1	1	03/79	03/91	51,948	19,913
LX 42922	TM	18,000	GAL	1	1	04/79	03/91	51,948	20,130
LX 66060	TM	17,000	GAL	1	1	05/79	01/88	34,925	13,679
LX 70189	TM	18,000	GAL	1	1	05/79	01/90	33,859	13,261
LX 70194	TM	18,000	GAL	1	1	05/79	03/91	33,859	13,261
LX 70195	TM	18,000	GAL	1	1	05/79	08/88	33,859	13,261
LX 74579	TM	18,000	GAL	1	1	05/79	11/89	33,859	13,261
LX 92063	TP	25,000	GAL	1	1	03/79	11/90	44,000	16,867
LX 96283	TP	25,000	GAL	1	1	03/79	01/89	40,901	15,679
LX 97158	TP	25,000	GAL	1	1	04/79	05/91	42,128	16,325
IPX 101506	BOX1	70	TON	4	1	07/77	12/89	31,028	9,308
IPX 121792	COVE	4,550	CUFT	3	2	04/79	07/91	32,121	12,447
IPX 121804	COVE	4,550	CUFT	3	2	04/79	07/91	32,121	12,447
IPX 121805	COVE	4,550	CUFT	3	2	04/79	07/91	32,121	12,447
IPX 121828	COVE	4,550	CUFT	3	2	04/79	07/91	32,121	12,447
IPX 121850	COVE	4,550	CUFT	3	2	04/79	07/91	32,121	12,447
IPX 121861	COVE	4,550	CUFT	3	2	04/79	07/91	32,121	12,447

TOTAL NUMBER OF CARS

31

\$ 1,071,088

\$ 421,737