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Oct 2 1992-3 22 1991

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, as successor to Wells Fargo Bank, N.A., as Trustee under that certain Equipment Trust Agreement ("Agreement") dated as of 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 September 18th, 1992.

THE FIRST NATIONAL BANK OF CHICAGO
By: James Otto Palmer

(CORPORATE SEAL)

Attest:
Smalcraft
Its Trust Officer

STATE OF ILLINOIS)
)
COUNTY OF COOK) SS

On this 18th day of September, 1992, before me, a Notary Public in and for said State and County, personally appeared JONIC OTT ANTONU and S. Mc Grath, to me personally known, who being by me duly sworn did say that they are, respectively, Assistant 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.

Somsri Helmer
Notary Public

My Commission Expires:



SCHEDULE B
EQUIPMENT TRUST
16

WCTR CAR	NEW NUMBER	TALLY
WCTR101500	QC 074496	
WCTR101501	QC 074499	
WCTR101502		
WCTR101503	QC 074524	
WCTR101504	QC 074462	
WCTR101505	QC 074503	
WCTR101507	QC 074510	
WCTR101508	QC 074495	
WCTR101509	QC 074513	
WCTR101511		
WCTR101513		
WCTR101514	QC 074467	
WCTR101515	QC 074479	
WCTR101516	QC 074464	
WCTR101517	QC 074501	
WCTR101518		
WCTR101519		
WCTR101520	QC 074459	
WCTR101521		
WCTR101522	QC 074477	
WCTR101523	QC 074508	
WCTR101524	QC 074522	
WCTR101525	QC 074455	
WCTR101526	QC 074466	
WCTR101527		
WCTR101528	QC 074461	
WCTR101529	QC 074505	
WCTR101530		
WCTR101531	QC 074507	
WCTR101532		
WCTR101533	QC 074491	