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NOV 26 1993
INTERSTATE COMMERCE COMMISSION

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 November 2, 1993.

THE FIRST NATIONAL BANK OF CHICAGO,
as successor to Wells Fargo Bank, N.A.

By: Janice A. Roberts

(CORPORATE SEAL)

Attest:

Janice A. Roberts
Its Trust Officer

PROGRAM ACTB1027

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE B - DESCRIPTION OF RETIRED EQUIPMENT
TERMINATED EQUIPMENT

CERTIFICATE TRUST SERIES: R016

RUN DATE: 10/26/93

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
2	BULK	70	BC1T818675,BC1T818709

2 TOTAL