

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 dated as of June 1, 1979 ("Trust 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 Trust Agreement) to be substituted under the Trust Agreement and other compliance by Company with the terms of the Trust 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 Trust Agreement, which was recorded with the Surface Transportation Board (formerly 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 July 31, 1998.

THE FIRST NATIONAL BANK OF CHICAGO

Attest:



By: James A. DeWanna
Its Vice President

7/31/98

UNION TANK CAR COMPANY - TREASURER'S DEPARTMENT
WRECKED/RETIRED CARS (SCHEDULE B)
SERIES 16 (R016)

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL./CUFT.)</u>	<u>ROAD NUMBERS</u>
1	TM	20,500	UTLX 48627
6	TA	10,000	RTCX 16753, 16755-16757, 16762-16763
1	T015	20,700	RTCX 926601
1	T054	13,700	UTLX 11774
2	T104	17,500	CRGX 4684, UTLX 70567
2	T105	20,600	UTLX 41411, 41424
1	T106	24,000	UTLX 48649
1	T389	33,300	RTCX 36602
1	T907	24,800	UTLX 97255
4	BOXT	70 TON	BCIT 841703, 841769, 841776, 841951
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20	TOTAL CARS		

DD
RECORDATION NO. 10497-00 FILED

DEC 14 '98 2-45 PM

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 as of July 31, 1998, 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 8th day of December, 1998.

Jean Fowler

Notary Public

