



Union Tank Car Company

225 West Washington Street
Chicago, Illinois 60606
312/372-9500

March 18, 2002



VIA FEDERAL EXPRESS

Surface Transportation Board
12th St. & Constitution Ave., N.W.
Washington, DC 20423

Attn: Ms. Janice M. Fort, Room 2311

Re: Statement of New Numbers
Equipment Trust Agreement (Series H-1)
Recordation No. 13329-D

RECORDATION NO. 13329-G FILED
MAY 6 '02 3-15 PM
SURFACE TRANSPORTATION BOARD

Dear Ms. Fort:

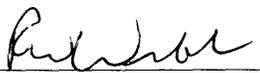
This refers to the Amended and Restated Lease Agreement dated as of February 15, 1992, between Union Tank Car Company (the "Leasee") and HGA Tank Car, Inc., formerly known as HGA Corporation (the "Owner"), which was recorded with your office March 2, 1982, and assigned recordation number 13329.

Section 5.2 of the Lease provides that in the event the Leasee intends to change the car numbers of any units of railroad equipment covered by the Agreement it shall file and record with your office a Statement of New Numbers to be substituted therefor. The Company desires to substitute new car numbers for certain of the car numbers listed in Schedule A to the Agreement. The car numbers to be changed and the car numbers to be substituted therefor are set forth in Schedule A hereto.

We would appreciate your filing this Statement of New Numbers with the Agreement. Our check in the amount of \$28 to cover the filing fee is enclosed, together with five (5) executed copies of this Statement. Please return four (4) of these copies with the recordation date indicated thereon to the attention of the undersigned at the address indicated in this letterhead.

Sincerely,

R.C. Gluth
Executive Vice President

Attest:

Robert W. Webb, Secretary

RECORDATION NO. 13329-G FILED

**BILL OF SALE
AND
PURCHASE AGREEMENT**

MAY 6 2002 3-15 PM

SURFACE TRANSPORTATION BOARD

In consideration of One Dollar and pursuant to Section 3 of that Amended and Restated Lease Agreement ("Lease"), dated as of February 15, 1982 between Union Tank Car Company ("Lessee") and HGA Tank Car, Inc., formerly known as HGA Corporation ("Owner"), Owner does hereby sell, transfer and redeliver to Lessee, as of February 1, 2002, all of its right, title and interest in and to all that Property (as defined in the Lease) which is covered by the Lease and which has not been heretofore transferred to Lessee under the terms of the Lease, including all that Property listed on Schedule A hereto. All Property is redelivered to Lessee "as is, where is."

Upon execution of this Bill of Sale and Purchase Agreement and the redelivery of the Property to Lessee, the Lease shall be terminated.

In witness whereof, Owner and Lessee have caused this Bill of Sale and Purchase Agreement to be duly executed by their proper corporate officers and their corporate seals to be hereunto affixed and attested as of this 1st day of February 2002.

HGA TANK CAR, INC.
f/k/a HGA CORPORATION

By: [Signature]
Title: VP & Sec.

(Corporate Seal)

Attest:

[Signature]
Its: AUP Finance

UNION TANK CAR COMPANY

By: [Signature]
Title: Vice President

(Corporate Seal)

Attest:

[Signature]
Its: Secretary

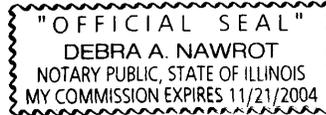
STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this 18th day of February, 2002, before me personally appeared Harold S. Handelman ^{TANK} to me personally known, who being by me duly sworn, says that he/she is the V.P. of HGA ~~RAIL~~ CAR, INC., that said instrument was signed and sealed on behalf of said corporation, and that the execution of the foregoing instrument was the free act and deed of said corporation.

Debra A Nawrot
Notary Public

[Notarial Seal]

My commission expires: 11/21/2004



STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this 12 day of February, 2002, before me personally appeared Mark J. Garrette, to me personally known, who being by me duly sworn, says that he is the Vice President of UNION TANK CAR COMPANY, that said instrument was signed and sealed on behalf of said corporation, and that the execution of the foregoing instrument was the free act and deed of said corporation.



Yolanda Salgado
Notary Public

My commission expires: 11/09/05

EXHIBIT A

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL./CUFT.)</u>	<u>ROAD NUMBERS</u>
67	C214	5,820 CU. FT.	UTCX 43290-43299, UTLX220102-220107, 220111, 220113-220123, 220125-220135, 220137, 220139-220140, 220142-220149, 220152-220153, 220155-220161, 220163-220164, 220168-220173
23	T054	13,000 GAL.	UTLX 11296-11313, 13833-13837
19	T103	11,000 GAL.	UTLX 24720-24738
31	T104	13,000 GAL.	UTLX 60671-60679, 60681-60693, 60697, 60699-60705, 60708,
33	T104	14,000 GAL.	UTLX 24695-24702, 24739-24763
75	T104	16,000 GAL.	UTLX65929-65939, 66409-66412, 66414-66473
38	T104	18,000 GAL.	UTLX 66542-66579
23	T105	20,000 GAL.	UTLX 48236-48238, 48240, 48243, 67337-67339, 67555-67559, 68006-68007, 68010-68011, 68014, 68053, 68055, 68057-68059
36	T105	21,000 GAL.	UTLX 48002-48006, 48008-48010, 48012-48013, 48015, 48017-48018, 48020-48023, 48028-48032, 48037, 48040-48041, 48043-48046, 48048-48050, 48052-48053, 48056, 48061,
52	T106	23,500 GAL.	UTLX 67573-67578, 67682, 67684-67685, 67712-67730, 67742-67765
19	T107	26,000 GAL.	UTLX 2600-2615, 2617-2619
58	T108	30,000 GAL.	UTLX 48145, 48147, 48149-48151, 48154-48156, 48159, 48161, 48163-48165, 48167-48168, 48175, 48177-48182, 48186-48187, 48190, 48195, 48197, 48200-48202-48204, 48206-48207, 48209-48211, 48213, 48308, 48310-48314, 48317, 48320-48321, 48325-48331, 48337-48340
8	T565	20,000 GAL.	LCIX 2785-2792

482 TOTAL