RECORDATION NO. 17844-Y
FILED DECEMBER 30, 2014 09:00 AM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

December 30, 2014

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Termination and Release Agreement (UTC Trust No. 1992-A) (L-7K), dated as of December 30, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (L-7K) (UTC Trust No. 1992-A) and the Indenture and Security Agreement (UTC Trust No. 1992-A) (L-7K) previously filed with the Commission under Recordation Numbers 17844 and 17844-A, respectively.

The names and addresses of the parties to the enclosed document are:

Lessee:	Union Tank Car Company 225 West Washington Street Chicago, IL 60606
Owner Trustee:	U.S. Bank National Association Corporate Trust Goodwin Square 225 Asylum Street, 23rd Floor Hartford, Ct 06103
Owner Participant:	Key Equipment Finance, a division of KeyBank National Association 1000 S. McCaslin Boulevard Superior, CO 80027

Indenture Trustee/
Pass Through Trustee: The Bank of New York Mellon Trust Company N.A.
One Wall Street
New York, NY 10286

A description of the equipment covered by the enclosed document is:

All railcars subject to the Equipment Lease Agreement and the Indenture and Security Agreement previously filed under Recordation Numbers 17844 and 17844-A are RELASED and TERMINATED.

A short summary of the document to appear in the index is:

Memorandum of Termination and Release Agreement (UTC Trust No. 1992-A) (L-7K).

Also enclosed is a check in the amount of $43.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

for

Edward M. Luria

EML/cem
Enclosures

RECORDATION NO. 17844-Y
FILED DECEMBER 30, 2014 09:00 AM
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF TERMINATION AND RELEASE AGREEMENT
(UTC TRUST NO. 1992-A)
(L-7K, L-8K AND L-9K)

THIS MEMORANDUM OF TERMINATION AND RELEASE AGREEMENT is made and entered into as of December 30, 2014 by and among UNION TANK CAR COMPANY, a Delaware corporation (the *"Lessee"*); U.S. BANK NATIONAL ASSOCIATION, a national banking association, not in its individual capacity, but solely as trustee (in its individual capacity, the *"Trust Company"* and not in its individual capacity, but solely in its trustee capacity, the *"Owner Trustee"* or *"Lessor"*); KEY EQUIPMENT FINANCE, A DIVISION OF KEYBANK NATIONAL ASSOCIATION (successor-in-interest to KeyCorp Leasing, Ltd.), a national banking association (the *"Owner Participant"*); THE BANK OF NEW YORK MELLON TRUST COMPANY N.A. (successor-in-interest to NationsBank of South Carolina), a national banking association, not in its individual capacity, but as trustee under each Indenture (the "*Indenture Trustee*") and as trustee under each Pass Through Trust Agreement.

1. The Owner Participant and the Owner Trustee are parties to (i) that certain Trust Agreement (L-7K) (UTC Trust No. 1992-A) dated as of June 24, 1992 pursuant to which the Owner Trustee holds legal title to the 50 Non-Pressure/General Purpose Cars described therein (the *"7-K Units"* or the *"7-K Equipment"*), (ii) that certain Trust Agreement (L-8K) (UTC Trust No. 1992-A) dated as of June 24, 1992 pursuant to which the Owner Trustee holds legal title to the 67 Pressure Cars (33,800 Gallons) described therein (the *"8-K Units"* or the *"8-K Equipment"*) and (iii) that certain Trust Agreement (L-9K) (UTC Trust No. 1992-A) dated as of June 24, 1992 pursuant to which the Owner Trustee holds legal title to the 63 Other Pressure Cars described therein (the *"9-K Units"*; together with the 7-K Units and the 8-K Units, the *"Units"* or the *"9-K Equipment"*; together with the 7-K Equipment and the 8-K Equipment, the *"Equipment"*).

2. The Lessor and Lessee are parties to (i) that certain Equipment Lease Agreement (7-K) (UTC Trust No. 1992-A), dated as of June 30, 1992 (as amended, modified and/or supplemented, the *"7-K Equipment Lease"*) pursuant to which Lessee leased the 7-K Units from Lessor (which 7-K Equipment Lease was recorded with the Surface Transportation Board (*"STB"*)) on June 30, 1992, under recordation number 17844 and deposited with the Registrar General of Canada (the *"RGC"*) in Ontario on June 30, 1992), (ii) that certain Equipment Lease Agreement (8-K) (UTC Trust No. 1992-A), dated as of June 30, 1992 (as amended, modified and/or supplemented, the *"8-K Equipment Lease"*) pursuant to which Lessee leased the 8-K Units from Lessor (which 8-K Equipment Lease was recorded with the STB on June 30, 1992, under recordation number 17845 and deposited with the RGC on June 30, 1992) and (iii) that certain Equipment Lease Agreement (9-K) (UTC Trust No. 1992-A), dated as of June 30, 1992 (as amended, modified and/or supplemented, the *"9-K Equipment Lease"*; together with the 7-K Equipment Lease and the 8-K Equipment Lease, the *"Equipment Leases"* and each an *"Equipment Lease"*) pursuant to which Lessee leased the 9-K Units from Lessor (which 9-K Equipment Lease was recorded with the STB on June 30, 1992, under recordation number 17846 and deposited with the RGC on June 30, 1992).

3. The Owner Trustee and the Indenture Trustee are parties to (i) that certain Indenture and Security Agreement (UTC Trust No. 1992-A) (L-7K) dated as of June 30, 1992 (as amended, modified and/or supplemented, the *"7-K Indenture"*) (which 7-K Indenture was recorded with the STB on June 30, 1992, under recordation number 17844-A and deposited with the RGC on June 30, 1992 and July 10, 1992), (ii) that certain Indenture and Security Agreement (UTC Trust No. 1992-A) (L-8K) dated as of June 30, 1992 (as amended, modified and/or supplemented, the *"8-K Indenture"*) (which 8-K Indenture was recorded with the STB on June 30, 1992, under recordation number 17845-A and deposited with the RGC on June 30, 1992 and July 10, 1992) and (iii) that certain Indenture and Security Agreement (UTC Trust No. 1992-A) (L-9K) dated as of June 30, 1992 (as amended, modified and/or supplemented, the *"9-K Indenture"*; together with the 7-K Indenture and the 8-K Indenture, the *"Indentures"* and each an *"Indenture"*) (which 9-K Indenture was recorded with the STB on June 30, 1992, under recordation number 17846-A and deposited with the RGC on June 30, 1992 and July 10, 1992).

4. The Lessee and the Pass Through Trustee are parties to (i) that certain Pass Through Trust Agreement 1992-A1 dated as of June 24, 1992 and (ii) that certain Pass Through Trust Agreement 1992-A2 dated as of June 24, 1992 (in each case, as amended, supplemented or modified to date, a *"Pass Through Trust Agreement"* and collectively, the *"Pass Through Agreements"*).

5. The Pass Through Trustee and the Indenture Trustee each acknowledges that, prior to the date hereof, (i) all of the Equipment Notes issued pursuant to the terms of each Indenture have been repaid in full, (ii) all amounts required to be distributed to the holders of the Pass Through Certificates issued pursuant to each Pass Through Agreements have been made and (iii) subject to Section 7 below, each Indenture and each Pass Through Trust Agreement have been terminated and the lien in and on the Equipment pursuant to the terms thereof is discharged and released.

6. The undersigned parties do hereby give notice of the termination of each Lease, each Indenture and each of other Operative Agreements (as defined in each Lease) effective as of the date hereof with respect to the Equipment subject thereto.

7. This Memorandum of Termination and Release Agreement shall neither impair nor terminate the rights, obligations, liabilities, duties or claims and demands of the parties pursuant to any indemnification provision under the Lease, the Indenture or the other Operative Agreements which expressly survive this termination by its terms.

IN WITNESS WHEREOF, the parties hereto have caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

Lessee: UNION TANK CAR COMPANY

By: _____
Name: Kenneth P. Fischl
Title: President, Chief Executive Officer

Owner Trustee: U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity, except where otherwise expressly provided, but solely as the Owner Trustee

By: _____
Name:
Title:

Owner Participant: KEY EQUIPMENT FINANCE, A DIVISION OF KEYBANK NATIONAL ASSOCIATION

By: _____
Name:
Title:

Indenture Trustee: THE BANK OF NEW YORK MELLON TRUST COMPANY N.A.

By: _____
Name:
Title:

Pass Through Trustee: THE BANK OF NEW YORK MELLON TRUST COMPANY N.A.

By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

Lessee: UNION TANK CAR COMPANY

By: _____
Name:
Title:

Owner Trustee: U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity, except where otherwise expressly provided, but solely as the Owner Trustee

By: Crystal Maston
Name: Crystal Maston
Title: Vice President

Owner Participant: KEY EQUIPMENT FINANCE, A DIVISION OF KEYBANK NATIONAL ASSOCIATION

By: _____
Name:
Title:

Indenture Trustee: THE BANK OF NEW YORK MELLON TRUST COMPANY N.A.

By: _____
Name:
Title:

Pass Through Trustee: THE BANK OF NEW YORK MELLON TRUST COMPANY N.A.

By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

Lessee: UNION TANK CAR COMPANY

By: _____
Name:
Title:

Owner Trustee: U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity, except where otherwise expressly provided, but solely as the Owner Trustee

By: _____
Name:
Title:

Owner Participant: KEY EQUIPMENT FINANCE, A DIVISION OF KEYBANK NATIONAL ASSOCIATION

By: _____
Name:
Title: KRISTA L. SPADA
Vice President

Indenture Trustee: THE BANK OF NEW YORK MELLON TRUST COMPANY N.A.

By: _____
Name:
Title:

Pass Through Trustee: THE BANK OF NEW YORK MELLON TRUST COMPANY N.A.

By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

Lessee: UNION TANK CAR COMPANY

By: _____
Name:
Title:

Owner Trustee: U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity, except where otherwise expressly provided, but solely as the Owner Trustee

By: _____
Name:
Title:

Owner Participant: KEY EQUIPMENT FINANCE, A DIVISION OF KEYBANK NATIONAL ASSOCIATION

By: _____
Name:
Title:

Indenture Trustee: THE BANK OF NEW YORK MELLON TRUST COMPANY N.A.

By: _____
Name: D.G. Donovan
Title: Vice President

Pass Through Trustee: THE BANK OF NEW YORK MELLON TRUST COMPANY N.A.

By: _____
Name: D.G. Donovan
Title: Vice President

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this, the 17 day of December, 2014, before me, a Notary Public in and for said County and State, personally appeared Kenneth P. Fischl, who being by me duly sworn, says that (s)he is the President, Chief Executive Officer of UNION TANK CAR COMPANY, that said instrument was signed on December 17, 2014 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

"OFFICIAL SEAL"
Sandra LaMonica
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 11/9/2015

Sandra LaMonica
Name:
Notary Public
My Commission Expires: 11.9.2015
Residing in Chicago, IL

STATE OF CONNECTICUT)
) SS.:
COUNTY OF HARTFORD)

On this, the ___ day of December, 2014, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on December ___, 2014 on behalf of said national banking association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

_____
Name:
Notary Public
My Commission Expires:
Residing in

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this, the ___ day of December, 2014, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of UNION TANK CAR COMPANY, that said instrument was signed on December ___, 2014 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

_____
Name:
Notary Public
My Commission Expires:
Residing in

STATE OF CONNECTICUT)
) SS.:
COUNTY OF HARTFORD)

On this, the 16 day of December, 2014, before me, a Notary Public in and for said County and State, personally appeared Crystal Maston, who being by me duly sworn, says that (s)he is the Vice President of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on December 16, 2014 on behalf of said national banking association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Susan P. McNally
Name:
Notary Public
My Commission Expires:
Residing in Vernon, CT

SUSAN P. McNALLY
Notary Public, State of Connecticut
My Commission Expires Mar. 31, 2015

STATE OF New York)
) SS.:
COUNTY OF Albany)

On this, the 16th day of December, 2014, before me, a Notary Public in and for said County and State, personally appeared Krista Spada, who being by me duly sworn, says that (s)he is the Vice President of KEY EQUIPMENT FINANCE, A DIVISION OF KEYBANK NATIONAL ASSOCIATION, that said instrument was signed on December 16, 2014 on behalf of said national banking association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Elizabeth A. Murphy
Name:
Notary Public
My Commission Expires: 2/20/15
Residing in

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this, the ___ day of December, 2014, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of THE BANK OF NEW YORK MELLON TRUST COMPANY N.A., that said instrument was signed on December ___, 2014 on behalf of said national banking association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

_____
Name:
Notary Public
My Commission Expires:
Residing in

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ___ day of December, 2014, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of KEY EQUIPMENT FINANCE, A DIVISION OF KEYBANK NATIONAL ASSOCIATION, that said instrument was signed on December ___, 2014 on behalf of said national banking association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

_____
Name:
Notary Public
My Commission Expires:
Residing in

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this, the 16th day of December, 2014, before me, a Notary Public in and for said County and State, personally appeared D. G. DONOVAN, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of THE BANK OF NEW YORK MELLON TRUST COMPANY N.A., that said instrument was signed on December 16th, 2014 on behalf of said national banking association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Katherine Cokic
Name:
Notary Public
My Commission Expires:
Residing in

OFFICIAL SEAL
KATHERINE COKIC
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:09/26/16

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this, the 16th day of December, 2014, before me, a Notary Public in and for said County and State, personally appeared D. G. DONOVAN, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of THE BANK OF NEW YORK MELLON TRUST COMPANY N.A., that said instrument was signed on December 16, 2014 on behalf of said national banking association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Katherine Cokic

Name:
Notary Public
My Commission Expires:
Residing in

OFFICIAL SEAL
KATHERINE COKIC
NOTARY PUBLIC - STATE OF ILLINOIS
MY COMMISSION EXPIRES:09/26/16

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/30/14

Edward M Luria

Edward M. Luria