



Union Tank Car Company

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

RECORDATION NO. 14969-FC FILED

APR 6 '98

2-29 PM

March 24, 1998

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

APR 6 2 29 PM '98

RECEIVED
SURFACE TRANSPORTATION BOARD

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

Attn: Ms. Janice M. Fort
Room 2311

Re: Equipment Trust Agreement (Series P-5 U.S.)
Recordation No. 14969
Termination of Trust Agreement

Dear Ms. Fort:

Enclosed are one original and two certified copies of each of the following documents:

1. Termination of Trust Agreement dated as of February 18, 1998, between Union Tank Car Company and First Trust, N.A., as Trustee.
2. Bill of Sale from the Trustee to Union Tank Car Company.

Please file these documents as supplements to the filing referred to above.

Enclosed is our check in the amount of \$48 for the filing fees. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,

Jean Fowler
Legal Assistant

jf/
encls.



BILL OF SALE

FIRST TRUST, N.A., formerly known as First Trust of Illinois, N.A., as successor to Bank of America Illinois, formerly known as Continental Bank, N.A., as Trustee under Equipment Trust Agreement dated May 15, 1986 (Series P-5 U.S.), to UNION TANK CAR COMPANY, a Delaware corporation.

Know all men by these presents, that First Trust, N.A. ("Trustee"), as Trustee under that certain Equipment Trust Agreement ("Agreement") dated May 15, 1986, between Trustee and Union Tank Car Company ("Company"), and pursuant to Section 4.05 of the Agreement, and upon payment by Company of all amounts due under the Agreement, does hereby sell, assign, transfer, set over and deliver unto Company, as of February 17, 1998, all of its right, title and interest in and to all of those units of Equipment which have previously been assigned to Trustee pursuant to the Agreement and have not been transferred back to Company under the terms of the Agreement, including all that Equipment listed on Schedule A hereto. Trustee does hereby warrant that all such Equipment is free and clear from all liens and encumbrances of Trustee.

This Bill of Sale releases all Equipment presently covered by the lien of the Agreement, which lien was recorded with the Interstate Commerce Commission, from such lien, including without limitation all that Equipment listed on Schedule A.

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 February 18, 1998.



FIRST TRUST, N.A., formerly known as First Trust of Illinois, N.A., as successor to Bank of America Illinois, formerly known as Continental Bank, N.A.

By: Matthew L. Sindler
Title: Vice President

Attest:

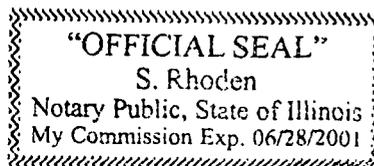
[Signature]
Its: ASST. SECY.

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On the 23rd day of ^{March} ~~February~~, 1998, before me personally appeared MARTHA L. SANDERS and 14-14. HALL, JR., to me known, who, being by me duly sworn, did depose and say that they are, respectively, Vice President and ASSISTANT SECRETARY of First Trust, N.A., the corporation described in and which executed the foregoing instrument; that they know the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that they signed their names thereto by like order.



Notary Public



UNION TANK CAR COMPANY – TREASURER'S DEPARTMENT
DESCRIPTION OF EQUIPMENT TRUST
SCHEDULE A

CERTIFICATE TRUST SERIES: P005

QUANTITY	A.A.R. MECHANICAL DESCRIPTION CODE	CAPACITY IN (GAL./CUFT.)	ROAD NUMBERS
20	C711	2,900	UNPX 120544–120558, UNPX 120570–120574
415	C214	5,800	UTCX 46613–46629, UTCX46631–46634, UTCX 58097–58099, UTCX 58250–58499, UTCX 58597–58616, UTCX58640–58760
10	T054	13,000	UTLX 120000–120009
6	T074	17,500	UTLX200510–200515
82	T104	14,000	UTLX 300012–300089, UTLX650311–650313, UTLX 650315
49	T104	16,000	UTLX 600220–600268
11	T104	17,000	UTLX 600135, UTLX 600137, UTLX 600140, UTLX 600142–600143, UTLX 600147, UTLX 600152, UTLX 600154, UTLX 600164–600166
281	T105	20,000	UTLX 41400–41409, UTLX 650004–650024, UTLX 650036–650046, UTLX 650049–650114, UTLX650140–650236, UTLX 650257–650310 UTLX 650316–650337
25	T105	21,000	UTLX 650115–650139
6	T106	23,500	UTLX 650247–650252
55	T107	26,000	UTLX 500000–500054
45	T108	30,000	UTLX 200100–200144
2	T564	17,000	UTLX 920185, UTLX 920187
60	T565	20,000	UTLX 900006–900065
4	T655	21,000	UTLX 980000–980003
<u>1,071</u>	TOTAL		