Union Tank Car Company

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

RECORDATION NO 7464 FILED 1425

JAN 22 1990 -3 30 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO 7464 FILED 1425

JAN 22 1990 -3 30 PM

INTERSTATE COMMERCE COMMISSION

January 16, 1990

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

0-052A092

Secretary
Interstate Commerce Commission
12th St. & Constitution Ave., N.W., Room 2215
Washington, DC 20423

Re: Equipment Trust Agreement (Series P-1)
Filed April 5, 1974
Recordation No. 7464

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Termination of Trust Agreement, dated December 6, 1989, between Union Tank Car Company and The First National Bank of Chicago, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of $30 for the filing fee. 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) 845-5336.

Thank you.

Sincerely,

Patrick J. Allen
Senior Attorney

PJA/jf
4066e
Enclosures

RECORDATION NO 7464-A FILED 1425

JAN 22 1990 -3 30 PM

INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)
)
COUNTY OF COOK)

CERTIFICATE

The undersigned, Carol D'Ascenzo, 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 January 9, 1990, 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 15th day of January, 1990.

Carol D'Ascenzo
Notary Public

4066e

"OFFICIAL SEAL"
CAROL D'ASCENZO
Notary Public, State of Illinois
My Commission Expires Dec. 1, 1992

RECORDATION NO. 7464 FILED 1425

JAN 22 1990 -3 30 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

THE FIRST NATIONAL BANK OF CHICAGO, as Trustee under Equipment Trust Agreement Dated April 1, 1974 (Series P-1) to UNION TANK CAR COMPANY.

Know all men by these presents, that The First National Bank of Chicago ("Trustee"), as Trustee under that certain Equipment Trust Agreement ("Agreement") dated April 1, 1974, between Trustee and Union Tank Car Company ("Company"), and pursuant to Section 5.05 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 October 15, 1989, 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, on this 8th day of

THE FIRST NATIONAL BANK OF CHICAGO

By: Janice Ott Polunas

Title:

(CORPORATE SEAL)

Attest:

Sharon McGrath

Its:

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On ~~December~~ January 9, ~~1989~~ 1990, before me personally appeared JANICE OTT Rotunno and Sharon McGrath, to me known, who, being by me duly sworn, did depose and say that they are, respectively, TRUST OFFICER and TRUST OFFICER of The First National Bank of Chicago, 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.

" OFFICIAL SEAL "
JAMIE ARLOW
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 9/29/92

Notary Public

My Commission Expires:

CERTIFICATE TRUST SERIES: R005

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
10	C214	5,701	UTCX57577-UTCX57580,UTCX57627-UTCX57632
2	C214	5,800	UTCX47383-UTCX47384
177	FMS	0	CN 750050-CN 750051,CN 750053,CN 750055-CN 750057,CNA 750109,CNA 750112,CNA 750120,CNA 750122,CNA 750128,DTS 6070-DTS 6074,GTW 303600-GTW 303608,GTW 303610-GTW 303611,GTW 303613-GTW 303626,GTW 303628-GTW 303639,GTW 303641,GTW 303643-GTW 303647,GTW 303650-GTW 303708,GTW 303710-GTW 303736,GTW 303738-GTW 303749,GTW 303751-GTW 303752,GTW 303754-GTW 303768,GTW 303770-GTW 303772
55	LOC	3,000	CPAA381728-CPAA381777,80255-80259
11	LOC	3,800	CPAA381840-CPAA381842,80378-80384,80386
1	TA	12,000	TCDX11093
3	TA	13,000	TCDX13249-TCDX13251
9	TA	13,500	12678-12686
1	TA	13,700	13047
2	TM	8,000	72278,72283
1	TM	14,000	24609
16	TM	14,500	13500-13501,13866,13879,13895,13939,13944,13952-13953,13955,13984-13985,13988-13989,13991,13994
5	TM	16,000	25251-25255
1	TM	16,600	72004
1	TM	17,600	71800
152	TM	20,000	101-102,104,106-116,118-124,129,131-132,135-139,141-142,144-149,153-154,174-179,500-504,506-507,509-526,529-531,533-536,810-815,25605-25607,47990-47999,48726-48730,48732-48737,48739-48740,48914-48915,48917,48919-48921,48970,48973-48978,48982,48985-48986,48988-48990,48992-48993,48995,

CERTIFICATE TRUST SERIES: R005

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
			48997,49615-49616,49674,49680,49689-49694, 58371-58372,58590,59637,59673-59675,59677-59678,59680
23	TM	20,408	59639-59640,59642-59662
20	TM	20,500	48696-48715
2	TM	20,600	RTCX26902,RTCX26905
2	TM	21,000	RTCX26906-RTCX26907
46	TM	22,500	77535,77538-77539,77541-77543,77546,77548-77549,77551,77554,77557,77559-77561,77563, 77568,77570,77573,77575-77576,77579,77581, 77583-77586,77588-77598,77601-77604,77606-77607,77609-77610
10	TM	22,649	48716-48725
5	TM	23,000	58284-58288
8	TM	23,500	RTCX237101-RTCX237108
5	TM	26,531	59613-59617
31	TM	29,000	48741-48745,48747-48751,48754-48766,48768-48770,48772-48776
39	TMI	8,000	76934-76936,76939,76943-76946,76952-76955, 76958,76960-76962,76964,76969-76971,77001, 77003-77004,77006-77007,77009-77013,77016, 77018-77019,77021,77026,77029-77031,77034
24	TMI	10,000	78354-78357,78359-78360,78362-78364,78366, 78369-78370,78372-78379,79599,85922,85925, 85993
2	TMI	12,200	42201,42206
61	TMI	13,300	77104,77107-77108,77110,77114-77115,77121 77128-77129,77133,77135-77140,77149,77151 77152,77156,78101-78103,78106-78107,78110 78115,78117,78127,78130-78133,78135-78136 78138,78144,78146,78149-78153,78155,78162 78163,78165,78169,78171-78172,78182-78187 78189-78190,78192,78194,79789
52	TMI	13,400	77923-77926,77929-77932,77937-77938,77940

CERTIFICATE TRUST SERIES: R005

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
			77942,77948,77951,77967,77974,77976,77986, 77988-77989,78020,78026-78027,78032,78035, 78040,78065-78067,78069-78070,78073,78076, 78079,78084,78089-78090,89970,89972-89974, 89976-89979,90015,90023-90024,90026,90036, 90054
20	TMI	13,600	77164-77165,77172,77175-77177,77183-77186, 77188-77189,77199,77203,77205,77210,77213, 77217,77220,77225
13	TMI	16,000	78695-78698,78701,78703,78706-78708,78814, 78816,78818-78819
1	TMI	16,300	82423
10	TMI	17,041	77612-77621
5	TMI	17,500	77264-77268
72	TMI	20,000	42475-42477,42479,65501,77540,77700,77702, 77704,77707-77708,77711-77713,77717-77719, 77723,77725,77732,77734,77736,77738-77739, 77741-77742,77744-77745,77747-77750,77753, 77755,78196,78199-78204,78206,78208,78211, 78215-78218,78220-78222,78225-78227,78229, 78232-78236,78239-78243,78245,78247-78249, 78252-78253,84996
10	TMI	20,400	77387-77392,77396-77399
111	TMI	22,500	25637-25655,25657-25661,77333,77335,77338- 77339,77341-77342,77345-77346,77348,77350- 77352,77354-77355,77357-77358,77361-77362, 77364-77367,77369-77370,77373-77377,77380- 77386,77401-77405,77407-77410,77412-77419, 77421,77423,77425,77427-77432,77434,77436- 77444,77447-77449,77452,77454,77456-77457, 77459,77461-77462,77465-77466,77533,78419, 78424
34	TMI	22,649	78094-78100,78414-78418,78420,78422,78426- 78427,78429,78431,78465,78616,78661-78672, 78815,79925
1	TMI	23,500	76213
1	TP	20,000	27578

CERTIFICATE TRUST SERIES: R005

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
7	TP	26,200	29066-29072
30	TP	33,500	81355-81357,81359-81360,81362-81372,89624, 89652,89667,89669,89697,89701,89711-89713, 89723,89753,89759,89767,89773
503	TP	33,800	80957,80970-80972,80974-80976,81027,81120, 81132-81133,81135,81138-81139,81165-81173, 81175-81179,81181-81202,81204-81225,81227- 81234,81373-81374,81394,81396-81399,81402, 81410-81422,81424-81428,81431,81433-81462, 81464-81466,81468-81480,81482-81488,81498- 81499,81759,81861-81862,81866,81992,88753, 88755,89034,89037,89048,89302,89349,89581, 89585,89598,89668,89802,89804,89813,89817, 89821,89828-89829,89837,89847,89855,89857, 89859,89864,89870,89881,89883,89893,89897, 89936-89942,89961-89969,90067-90068,90080, 90092,90096,90098,90118,90125,90141,90180, 90186,90190,90197,90223,90623,90645,90649, 90670,90687,90697,90782,90788,90852,90886, 90944,90973,90997-90998,91113,91118,91348, 91386,91622,91685,91920,92007,92121,92127, 92220,92238,92299,92367,92479,92509,92585, 92589,92737,92780,92980,93039,93170,93211, 93250-93251,93338,93355,93417,93424,93430, 93504,93518,93560,93616,93697,93709,93715, 93743,93840,93843,93868,93873,93905,93937, 93965,93992,94003,94024,94082,94113,94120, 94157,94178,94195,94230,94267,94270,94379, 94403,94472,94522,94537,94593,94603,94622, 94659,94712,94782,94857,94860,94872,94957, 94971-94972,95022,95091,95137,95164,95242, 95295,95449,95454,95473,95514,95524,95532, 95542,95549,95570,95595,95603,95642,95644, 95701,95721-95722,95728,95856,95880,95903, 95909,95952,95977,96006-96011,96013,96021, 96079,96107,96132,96149,96174,96189,96204- 96205,96250,96298,96301,96310,96312,96374, 96377,96392,96407,96411,96420,96451,96471, 96479,96501,96636,96691,96862,96920,96945, 96947,96984,97063,97098,97159,97215,97228- 97229,97279,97292,97382,97405,97458,97521, 97529,97554,97562-97563,97579,97588,97605, 97607,97621,97624,97672,97736,97756,97829, 97853,97859,97877,97889,97925,97937-97938, 97979,98000,98002,98009-98010,98014-98016,

ERTIFICATE TRUST SERIES: R005

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
			98020-98021,98025,98033,98050-98052,98059, 98063,98074,98081,98110,98116-98118,98120, 98122-98124,98187,98255,98304,98314,98326, 98381,98384,98441,98454,98497,98512,98522, 98570,98589,98595,98611,98619,98622,98659, 98678,98681,98694,98733,98740,98804,98817, 99093,99127,99129,99133,99135-99138,99347, 99435,99437,99451,99454,99457,99470,99474, 99479-99481,99483-99484,99508,99519,99539, 99566,99578,99688,99704,99712,99730,99737, 99797,99803,99853,99862
2	TPA	18,700	84113-84114
18	TPI	16,500	89943-89960
15	TPI	17,300	81062-81063,81068-81070,81072-81074,81076, 81080,81086,81090-81091,81100-81101
10	TPI	20,000	25705-25714
3	TR	20,000	RTCX926801-RTCX926803
1	T107	26,000	201052
1,644 TOTAL			