010012703 6

Union Tank Car Company

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

RECORDATION NO. 7299-AA FILED 1425
MAR 3 1994 -9 50 AM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 7299-V FILED 1425
MAR 3 1994 -9 50 AM
INTERSTATE COMMERCE COMMISSION

RECEIVED OFFICE OF THE SECRETARY
MAR 3 9 42 AM '94
RECORDING BRANCH

February 28, 1994

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

Attn: Ms. Mildred R. Lee
Room 2303

Re: Equipment Trust Agreement (Series 10)
Recordation No. 7299
Termination of Trust Agreement

Dear Ms. Lee:

Enclosed are one original and two certified copies of the Termination of Trust Agreement dated as of January 15, 1994, between Union Tank Car Company and National City Bank, as Trustee. Also enclosed are one 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 $36 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) 845-5457.

Thank you.

Sincerely,

Jean Fowler

Jean Fowler
Legal Assistant

jf/
encls.

UTC4066A

RECORDATION NO. 7299-Z FILED 1425

MAR 3 1994 -9 50 AM

INTERSTATE COMMERCE COMMISSION

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 Termination of Trust Agreement dated as of January 15, 1994, 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 28th day of February, 1994.

Jean Fowler
Notary Public

4066a

"OFFICIAL SEAL"
JEAN FOWLER
Notary Public, State of Illinois
My Commission Expires June 6, 1994

RECORDATION NO. 7299-Z
FILED 1425
MAR 3 1994 - 9 50 AM
INTERSTATE COMMERCE COMMISSION

TERMINATION OF TRUST AGREEMENT

This Termination of Trust Agreement is entered into as of January 15, 1994, by and between UNION TANK CAR COMPANY, a Delaware corporation ("Company"), and NATIONAL CITY BANK ("Trustee").

Recitals

A. Company and Trustee entered into an Equipment Trust Agreement ("Trust Agreement") dated January 15, 1974, providing, among other things, for the issuance of Company's Equipment Trust Certificates (Series 10) in the aggregate principal amount of $35,000,000 and for the lease of certain equipment ("Trust Equipment") by Trustee to Company.

B. All of the payments due under the Trust Agreement have been made by Company on a timely basis. Pursuant to Section 5.01 of the Trust Equipment, the lease of the Trust Equipment has terminated.

C. Pursuant to Section 5.05 of the Trust Agreement, upon the termination of the lease of the Trust Equipment under the Trust Agreement and upon the making by Company of the payments referred to in Recital B above, title to the Trust Equipment shall vest in Company and Trustee is to execute such instruments as Company may reasonably request in order to make clear that Company has title to the Trust Equipment.

D. The parties wish to execute both this document and a Bill of Sale in order to document the termination of the Trust Agreement and to make clear that title to the Trust Equipment is now vested in the Company.

Agreement

The Company and Trustee hereby agree, pursuant to Sections 5.01 and 5.05 of the Trust Agreement, that (i) the lease provided for in the Trust Agreement was terminated effective as of January 15, 1994, and (ii) title to all Trust Equipment remaining subject to the Trust Agreement, including all that equipment listed on Schedule A attached hereto, was vested and did vest in Company effective as of January 15, 1994.

Company and Trustee have caused this Termination of Trust Agreement to be duly executed by their respective officers as of the date first shown above.

UNION TANK CAR COMPANY

By: _____
R. C. Gluth
Executive Vice President

Attest:

_____
Robert W. Webb
Secretary

NATIONAL CITY BANK

By: _____
Title: ASSISTANT VICE PRESIDENT

Attest:

_____
DEBORAH ANN ZUPKOVICH
TRUST OFFICER

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On January 20, 1994, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows 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 he signed his name thereto by like order.

Jean Fowler
Notary Public

My Commission Expires:

"OFFICIAL SEAL"
JEAN FOWLER
Notary Public, State of Illinois
My Commission Expires June 6, 1994

STATE OF OHIO)
) ss
COUNTY OF _____)

On January 25, 1994, before me personally came HOLLY H. PATTISON, to me known, who, being by me duly sworn, did depose and say that he is ASSISTANT VICE PRESIDENT of National City Bank, one of the corporations described in and which executed the foregoing instrument; that he knows 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 he signed his name thereto by like order.

Penny J. Jarrell
Notary Public

My Commission Expires:

PENNY J. JARRELL, Notary Public
State of Ohio
My Commission Expires July 19, 1998

CERTIFICATE TRUST SERIES: R010

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
4	C214	5,701	UTCX57589-UTCX57592
99	C214	5,800	UTCX46422-UTCX46520
1	C214	6,100	UTCX59067
3	C711	2,900	UNPX120586-UNPX120588
104	LOC	3,300	CN 374225,CN 374227-CN 374236,CN 374238-CN 374299,CN 374301-CN 374324,UTLX80175, UTLX80177-UTLX80180,UTLX80363-UTLX80364
11	LOC	5,701	UTCX57503-UTCX57513
30	LOT	100	CNA 376600-CNA 376629
7	TA	10,000	UTLX85904,UTLX85917,UTLX85921,UTLX85923-UTLX85924,UTLX85926-UTLX85927
8	TA	12,000	TCDX11041-TCDX11044,TCDX11046-TCDX11049
3	TA	13,000	TCDX13232,TCDX13234,TCDX13300
12	TA	14,500	UTLX14049,UTLX14053-UTLX14063
6	TA	24,000	UTLX4450,UTLX4452-UTLX4456
1	TM	13,000	UTLX60696
20	TM	13,600	UTLX14004,UTLX14126,UTLX14128,UTLX14130, UTLX14135-UTLX14138,UTLX14140-UTLX14150, UTLX14178
40	TM	13,800	UTLX14260-UTLX14299
54	TM	14,000	UTLX14064,UTLX14066-UTLX14071,UTLX14073-UTLX14077,UTLX14079-UTLX14094,UTLX14096-UTLX14112,UTLX14115-UTLX14123
10	TM	14,500	UTLX13004-UTLX13005,UTLX13009,UTLX13098, UTLX13725,UTLX13840,UTLX13890,UTLX13914, UTLX13945,UTLX13992
11	TM	16,000	UTLX25237-UTLX25243,UTLX25245-UTLX25247, UTLX25249
7	TM	16,100	RTCX16003-RTCX16009

CERTIFICATE TRUST SERIES: R010

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
16	TM	17,000	UTLX75859-UTLX75866,UTLX75868-UTLX75875
429	TM	20,000	UTLX117,UTLX151-UTLX152,UTLX159,UTLX162, UTLX165,UTLX181,UTLX183,UTLX190,UTLX41983- UTLX41988,UTLX41990-UTLX41992,UTLX46000- UTLX46005,UTLX46007-UTLX46008,UTLX46010- UTLX46041,UTLX46043-UTLX46045,UTLX46047- UTLX46048,UTLX46977-UTLX46978,UTLX46987- UTLX46999,UTLX47421-UTLX47426,UTLX47428- UTLX47443,UTLX47500-UTLX47516,UTLX47518- UTLX47532,UTLX47534,UTLX47536-UTLX47546, UTLX47548-UTLX47557,UTLX47559-UTLX47562, UTLX47564-UTLX47566,UTLX47568-UTLX47574, UTLX47576,UTLX47578-UTLX47584,UTLX47587- UTLX47588,UTLX47591-UTLX47592,UTLX47594- UTLX47595,UTLX47597-UTLX47604,UTLX47606- UTLX47613,UTLX47615,UTLX47617-UTLX47621, UTLX47623,UTLX47630-UTLX47635,UTLX47637- UTLX47638,UTLX47640-UTLX47643,UTLX47645- UTLX47647,UTLX47649-UTLX47650,UTLX47678- UTLX47688,UTLX47690-UTLX47694,UTLX47696- UTLX47708,UTLX47710,UTLX47712-UTLX47716, UTLX47718-UTLX47721,UTLX47723,UTLX47725- UTLX47733,UTLX47735-UTLX47738,UTLX47740, UTLX47742-UTLX47752,UTLX47754-UTLX47755, UTLX47757-UTLX47765,UTLX47767-UTLX47774, UTLX47776-UTLX47784,UTLX48058,UTLX48062, UTLX48064,UTLX48066-UTLX48067,UTLX48069, UTLX58046-UTLX58061,UTLX58392-UTLX58401, UTLX58408-UTLX58410,UTLX58412-UTLX58413, UTLX58415-UTLX58427,UTLX58429-UTLX58430, UTLX58432-UTLX58435,UTLX58493,UTLX58495- UTLX58499,UTLX58501,UTLX58503-UTLX58514, UTLX58516,UTLX58518-UTLX58520,UTLX58531- UTLX58540,UTLX58559-UTLX58578,UTLX59686- UTLX59688,UTLX59691,UTLX59699
5	TM	21,000	RTCX21000-RTCX21001,RTCX21003-RTCX21005
22	TM	22,000	UTLX46894-UTLX46895,UTLX46897,UTLX46899- UTLX46917
51	TM	23,000	UTLX58276,UTLX58291-UTLX58296,UTLX58521- UTLX58526,UTLX58528-UTLX58529,UTLX58541- UTLX58547,UTLX58549-UTLX58553,UTLX58555- UTLX58556,UTLX58558,UTLX72924-UTLX72926, UTLX72928-UTLX72931,UTLX72934-UTLX72941,

CERTIFICATE TRUST SERIES: R010

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
			UTLX72943-UTLX72948
70	TM	23,500	UTLX72749-UTLX72750,UTLX74185-UTLX74209, UTLX74211-UTLX74214,UTLX74216-UTLX74218, UTLX74224-UTLX74236,UTLX74426,UTLX74428- UTLX74430,UTLX74432-UTLX74434,UTLX74436, UTLX74438-UTLX74439,UTLX74441-UTLX74449, UTLX74451-UTLX74454
92	TM	26,000	UTLX46918-UTLX46922,UTLX46948-UTLX46961, UTLX46963-UTLX46976,UTLX58297,UTLX58299- UTLX58303,UTLX58305-UTLX58311,UTLX58437- UTLX58447,UTLX58449,UTLX58452,UTLX58457- UTLX58463,UTLX58465-UTLX58471,UTLX58473- UTLX58477,UTLX58479-UTLX58492
75	TM	30,000	UTLX46870-UTLX46887,UTLX46923-UTLX46943, UTLX46945-UTLX46946,UTLX47444-UTLX47447, UTLX47449-UTLX47460,UTLX47464,UTLX47467- UTLX47469,UTLX47471-UTLX47474,UTLX47476- UTLX47479,UTLX47483,UTLX47486-UTLX47487, UTLX47489-UTLX47491
8	TMI	10,000	UTLX85905,UTLX85907-UTLX85908,UTLX85910- UTLX85914
12	TMI	13,500	UTLX77111,UTLX77118-UTLX77119,UTLX77131, UTLX77134,UTLX77169,UTLX77193,UTLX78254, UTLX78268,UTLX78274,UTLX78278,UTLX78330
38	TMI	17,000	UTLX74584-UTLX74586,UTLX74588-UTLX74589, UTLX74591-UTLX74593,UTLX74595,UTLX74597- UTLX74598,UTLX74601-UTLX74602,UTLX74606- UTLX74614,UTLX74623,UTLX74669,UTLX74672, UTLX74679,UTLX74685,UTLX74780,UTLX76100, UTLX78105,UTLX78112,UTLX78126,UTLX78137, UTLX78145,UTLX78164,UTLX78175,UTLX78177, UTLX78191
71	TMI	20,000	UTLX25788-UTLX25793,UTLX25795-UTLX25797, UTLX75218,UTLX75227,UTLX75230,UTLX75238, UTLX75244-UTLX75246,UTLX75248,UTLX75250, UTLX75253,UTLX75269,UTLX75287-UTLX75288, UTLX75290,UTLX75298,UTLX75308-UTLX75309, UTLX75314,UTLX75317,UTLX75328,UTLX75337- UTLX75338,UTLX75457,UTLX75469,UTLX75478- UTLX75479,UTLX75490-UTLX75491,UTLX75610- UTLX75612,UTLX75614-UTLX75616,UTLX75618-

CERTIFICATE TRUST SERIES: R010

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
			UTLX75622,UTLX75624-UTLX75637,UTLX76245-UTLX76246,UTLX76248-UTLX76249,UTLX76253,UTLX76255-UTLX76256,UTLX76259,UTLX76273
86	TMI	22,800	UTLX73013-UTLX73014,UTLX73018,UTLX73020,UTLX73022,UTLX73025,UTLX73027-UTLX73028,UTLX73032,UTLX73034,UTLX73036,UTLX73038,UTLX73043-UTLX73044,UTLX73050,UTLX73052,UTLX73061-UTLX73063,UTLX73067,UTLX73073,UTLX73075,UTLX73077,UTLX73087,UTLX73090,UTLX73184-UTLX73190,UTLX73192-UTLX73197,UTLX73199,UTLX73201-UTLX73207,UTLX73211,UTLX73213,UTLX73215-UTLX73218,UTLX73220-UTLX73222,UTLX73224-UTLX73226,UTLX73230-UTLX73238,UTLX73240,UTLX73242-UTLX73246,UTLX73248-UTLX73251,UTLX73253-UTLX73254,UTLX73256-UTLX73260,UTLX73264-UTLX73265
285	TMI	23,000	UTLX75258,UTLX75272,UTLX75283-UTLX75284,UTLX75296,UTLX75312,UTLX75332,UTLX75341,UTLX75345,UTLX75353,UTLX75356-UTLX75357,UTLX75368-UTLX75369,UTLX75377,UTLX75382-UTLX75383,UTLX75387,UTLX75391-UTLX75392,UTLX75394-UTLX75396,UTLX75399,UTLX75401,UTLX75406,UTLX75410-UTLX75411,UTLX75413-UTLX75414,UTLX75417,UTLX75420,UTLX75429,UTLX75436-UTLX75437,UTLX75445-UTLX75447,UTLX75455,UTLX75482,UTLX75487,UTLX75506,UTLX75522,UTLX75538,UTLX75548,UTLX75593,UTLX75598-UTLX75601,UTLX75638-UTLX75674,UTLX75676-UTLX75678,UTLX75680-UTLX75704,UTLX75706-UTLX75737,UTLX75739-UTLX75753,UTLX75755-UTLX75778,UTLX75796-UTLX75806,UTLX75808-UTLX75816,UTLX75818-UTLX75837,UTLX76134-UTLX76147,UTLX76198-UTLX76201,UTLX76218,UTLX76233,UTLX76238,UTLX76240-UTLX76241,UTLX76271,UTLX76279,UTLX76295,UTLX76341,UTLX76369,UTLX76384,UTLX76386,UTLX76396,UTLX76401,UTLX76408,UTLX76416,UTLX76428,UTLX76431,UTLX76443,UTLX76457-UTLX76458,UTLX76464,UTLX76487,UTLX76513,UTLX76543,UTLX76548,UTLX76627,UTLX76659,UTLX76694,UTLX76702,UTLX76712,UTLX76729,UTLX76746,UTLX76777,UTLX78407-UTLX78408,UTLX78455,UTLX78457,UTLX78474,UTLX78477-UTLX78478
81	TMI	23,500	UTLX73412-UTLX73413,UTLX73415-UTLX73416,

CERTIFICATE TRUST SERIES: R010

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
			UTLX75093-UTLX75095,UTLX75098-UTLX75099, UTLX75106,UTLX75114,UTLX75121,UTLX75138, UTLX75142,UTLX75144,UTLX75147,UTLX75152, UTLX75156,UTLX75165,UTLX75180,UTLX75192, UTLX75876-UTLX75878,UTLX75880,UTLX75882- UTLX75883,UTLX75885,UTLX75888,UTLX75890- UTLX75914,UTLX75920,UTLX75922,UTLX75926- UTLX75927,UTLX75929,UTLX75937-UTLX75938, UTLX75946,UTLX75948,UTLX75953,UTLX75956- UTLX75957,UTLX75959,UTLX75963,UTLX75967, UTLX75970,UTLX75975,UTLX75987,UTLX75989- UTLX75990,UTLX75992,UTLX75994-UTLX75999
20	TP	17,000	UTLX28253-UTLX28261,UTLX28263,UTLX28265- UTLX28269,UTLX28275,UTLX82806,UTLX82836, UTLX82850,UTLX82862
15	TP	17,300	UTLX28276-UTLX28279,UTLX28282,UTLX28285- UTLX28287,UTLX28289-UTLX28292,UTLX28295- UTLX28297
10	TP	23,000	UTLX28298-UTLX28299,UTLX28301-UTLX28302, UTLX28304-UTLX28309
2	TP	25,000	UTLX92455-UTLX92456
14	TP	25,500	UTLX28460-UTLX28462,UTLX28464-UTLX28470, UTLX28472-UTLX28475
4	TP	26,000	UTLX37269-UTLX37270,UTLX37298,UTLX37423
48	TP	33,600	UTLX30316-UTLX30343,UTLX30346-UTLX30351, UTLX30353-UTLX30366
2	TP	33,800	UTLX29403,UTLX29462
25	TP	34,000	UTLX30367-UTLX30368,UTLX30375,UTLX30379, UTLX30385,UTLX30391-UTLX30392,UTLX30394- UTLX30395,UTLX30398,UTLX30401,UTLX30409, UTLX30411,UTLX30429,UTLX30434,UTLX30436, UTLX30451,UTLX30453,UTLX30458,UTLX30462, UTLX30464,UTLX30473-UTLX30474,UTLX30486- UTLX30487
1	T095	19,000	UTLX200544
1	T106	23,500	UTLX641713
1,914 TOTAL			