



**Union Tank Car Company**

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

September 26, 1991

CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

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

Attn: Ms. Mildred R. Lee  
Room 2303

Re: Equipment Trust Agreement (Series 7)  
Recordation No. 6168  
Termination of Trust Agreement

Dear Ms. Lee:

Enclosed are one original and two certified copies of the Termination of Trust Agreement dated September 6, 1991, between Union Tank Car Company and Bankers Trust Company, 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 \$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 S. Allen  
Senior Attorney

PJA/jf  
UTC4066A  
Enclosures

1-280A098

RECORDATION NO. 6168 BB ✓ FILED 1425

OCT 7 1991 - 2 50 PM  
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 6168 CC FILED 1425

OCT 7 1991 - 2 50 PM  
INTERSTATE COMMERCE COMMISSION

16. 11 2 1991



10/8/91

**Interstate Commerce Commission**  
Washington, D.C. 20423

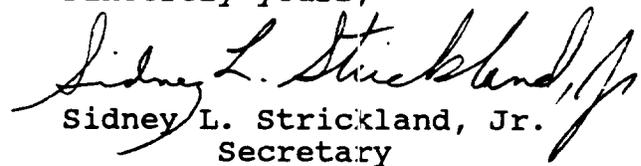
OFFICE OF THE SECRETARY

Patrick J. Allen  
Senior Attorney  
Union Tank Car Company  
225 West Washington Street  
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/7/91 at 2:50pm, and assigned recordation number(s). 6168-BB & 6168-CC

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK )

RECORD BOOK NO. 2168 BB FILED 125

OCT 7 1991 -2 50 PM

INTERSTATE COMMERCE COMMISSION

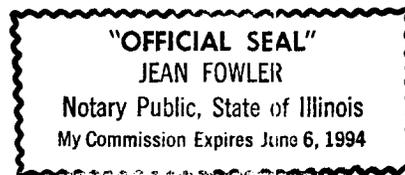
CERTIFICATE

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 September 6, 1991 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 23rd day of September, 1991.

Jean Fowler  
Notary Public

4066a



TERMINATION OF TRUST AGREEMENT

6168-BB  
OCT 7 1991 2:00 PM  
INTERSTATE COMMERCE COMMISSION

This Termination of Trust Agreement is entered into September 6, 1991, by and between UNION TANK CAR COMPANY, a Delaware corporation ("Company"), and BANKERS TRUST COMPANY ("Trustee").

Recitals

A. Company and Trustee entered into an Equipment Trust Agreement ("Trust Agreement") dated May 1, 1971 providing, among other things, for the issuance of Company's Equipment Trust Certificates (Series 7) in the aggregate principle amount of \$25,000,000 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 Agreement, 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 Trustee states, and the Company acknowledges, that the Recitals set forth above are those of the Company and that the Trustee does not join in them.

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 May 1, 1991, 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 May 1, 1991.

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.

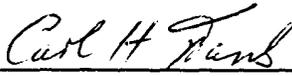
UNION TANK CAR COMPANY

By:   
R. C. Gluth  
Executive Vice President

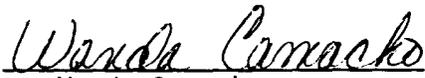
Attest:

  
Robert W. Webb  
Secretary

BANKERS TRUST COMPANY, AS TRUSTEE

By:   
Title: Carl H. Nasib  
Vice President

Attest:

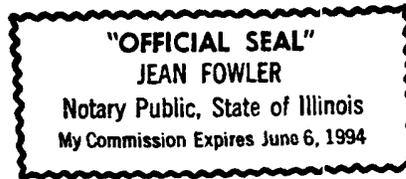
  
Wanda Camacho  
Assistant Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF COOK )

On September 6, 1991, 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:



STATE OF NEW YORK )
) SS
COUNTY OF New York )

On September 17, 1991, before me personally came Carl H. Nasih, to me known, who, being by me duly sworn, did depose and say that he is Vice President of Bankers Trust 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.

Maria A. Johnson
Notary Public

My Commission Expires:

MARIA A. JOHNSON
NOTARY PUBLIC, State of New York
No. 4851727
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires February 3, 1992

CERTIFICATE TRUST SERIES: R007

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
7	BUXF	60	CPAA205200-CPAA205206
33	B0XT	100	CPAA205095-CPAA205116,CPAA205118-CPAA205128
3	C214	5,701	UTCX57598-UTCX57600
4	C214	6,100	UTCX59073-UTCX59076
3	C711	2,900	UNPX120580-UNPX120582
6	FLAT	70	CP 570000-CP 570005
42	GONT	100	UNPX100005,UNPX100010,UNPX100014,UNPX100029, UNPX100050,UNPX100057,UNPX100098,UNPX100119, UNPX100126,UNPX100129,UNPX100133,UNPX100135, UNPX100142,UNPX100145-UNPX100146,UNPX100152- UNPX100153,UNPX100159-UNPX100160,UNPX100169- UNPX100171,UNPX100173-UNPX100176,UNPX100178- UNPX100180,UNPX100185,UNPX100193,UNPX100195, UNPX100204,UNPX100215-UNPX100216,UNPX100233, UNPX100237,UNPX100239,UNPX100248,UNPX100255- UNPX100256,UNPX100259
6	LUC	3,000	80274-80277,80279,80305
4	LOC	5,701	UTCX57492-UTCX57495
7	TA	12,000	TCDX11091-TCDX11092,TCDX11094-TCUX11098
16	TA	13,000	TCDX13244-TCDX13248,11100-11110
9	TA	13,700	14212-14220
12	TA	14,000	13126-13128,13130-13133,13135-13138,13976
2	TL	17,000	27583-27584
19	TL	20,500	14850-14863,14881-14885
46	TM	14,000	13504-13511,13513,13515-13521,13524-13525, 13527-13530,13540-13549,13552-13553,13563- 13568,13852,13868,13872,13885,13941,24615
257	TM	20,000	611-614,617-620,41993-41995,42472,47923- 47926,47928-47943,48218,48220-48221,48228- 48229,48232,48235,48241-48242,48244-48247,

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
2	TM	20,495	48303-48304,48316,48319,48322-48324,48332,48334,48343,48346-48351,48353,48357,48362,48366-48368,48370,48372-48373,48376,48382,48386-48388,48390-48391,48395,48399-48400,48402-48404,48406,48409,48417,48426,48435-48436,48438,48440,48452,48454,48456,48463,48465,48467-48468,48470,48480,48483,48495-48496,48509-48512,48515,48522-48523,48525-48526,48529,48531-48532,48539,48542,58013-58016,58018-58019,58900-58910,58915,58986-58999,59321-59327,59329-59335,59337-59349,59351,59353,59356-59364,59366-59367,59369-59372,59374-59375,59377-59378,59410-59414,59450-59456,59460,59463-59474,73006-73007,73019,73021,73023-73024,73026,73029-73031,73033,73035,73039-73042,73045-73046,77655-77656,77658-77659,77827-77830
			48645,59489
18	TM	21,000	RTCX27001-RTCX27002,RTCX27004,RTCX27006,RTCX27008-RTCX27012,RTCX27201,RTCX27329-RTCX27331,RTCX27333-RTCX27335,46544-46545
33	TM	23,000	48169-48170,48172-48173,48176,48183-48185,48188,58950-58955,58957-58964,58976-58985
4	TM	23,500	RTCX237109-RTCX237116
27	TM	26,000	48189,48191-48193,48196,48199,48205,48208,48214-48215,58579-58586,58965,58967-58968,58970,58972,58974-58975
24	TM	29,000	48270-48271,48274-48275,48278-48279,48282-48283,48285,48287,48289,48291,48293,48298-48299,48543-48544,48547-48549,48551,48560,48621-48622
4	TMI	8,000	76835-76836,76842,76845
4	TMI	8,800	74116,74118-74120
40	TMI	10,200	76875-76884,76886,76889-76890,76893-76896,76898-76901,76903,76905-76906,76908-76910,77269,77273-77275,77277-77280,77282-77284,77286-77287

CERTIFICATE TRUST SERIES: R007

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
7	TP	26,700	75080, 75084-75085, 75376, 75467, 75471, 75475
3	TP	33,200	30047, 30049, 30062-30065, 30067
215	TP	33,800	KTCX37004-RTCX37006
			29162-29164, 29166-29169, 29171, 29173, 29175- 29180, 29184-29187, 29191-29195, 29197-29200, 29203-29204, 29207, 29209, 29212-29213, 29215- 29216, 38000-38001, 38003, 38006-38007, 38009, 38011-38012, 38014-38020, 38022, 38025-38028, 38031-38036, 38038-38041, 38048-38049, 38051- 38052, 38056, 38058-38060, 38067, 38069-38070, 38072, 38075, 38077-38080, 38083, 38085, 38087, 38089, 38146, 38148-38150, 38154-38155, 38158- 38160, 38164, 38167, 38169, 38171, 38176-38177, 38179-38180, 38183, 38185, 38188-38190, 38193- 38196, 38199, 38201-38202, 38205, 38208-38213, 38215-38216, 38220-38221, 38223, 38225-38227, 38230-38231, 38233-38234, 38239-38240, 38242, 38248-38249, 38255-38259, 38261-38263, 38265, 38268-38269, 38272-38276, 38278-38280, 38282- 38285, 38287-38289, 38291, 38293, 38296-38299, 38302, 38304-38305, 38307-38309, 38311, 38313- 38314, 38338, 38340-38343, 38345-38348, 38350, 38353-38355, 38360, 38363-38364, 38366-38369, 38372, 38375-38377, 38379-38382, 38385, 38387- 38388, 38390-38392
3	TP	34,000	RTCX37001-RTCX37003
4	TPI	12,200	42221, 42224-42226
54	TPI	17,300	28001-28008, 28011-28015, 28023-28024, 28026- 28027, 28030, 28032-28036, 28038-28040, 28043- 28044, 28046-28047, 28049-28050, 28052-28054, 28059-28060, 28063-28067, 28069-28072, 28074, 28076-28082
4	TPI	19,900	28984-28985, 28987-28988
10	TPI	21,400	28890-28899
3	TPI	26,600	28800-28802
2	TPI	26,700	30024, 30048

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
SCHEDULE A - DESCRIPTION OF EQUIPMENT TRUST

RUN DATE: 04/15/91  
PAGE NO : 5

PROGRAM ACTB1021  
CERTIFICATE TRUST SERIES: R007

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
1	T096	23,500	647100
2	T107	26,800	201147,201151

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1,377 TOTAL