1-280A038

Union Tank Car Company

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

RECORDATION NO 6168-RB FILED 1425
OCT 7 1991 -2 50 PM
INTERSTATE COMMERCE COMMISSION

September 26, 1991

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

RECORDATION NO 6168-C FILED 1425
OCT 7 1991 -2 50 PM
INTERSTATE COMMERCE COMMISSION

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 J. Allen
Senior Attorney

PJA/jf
UTC4066A
Enclosures

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 dcoument(s) was recorded pursuant to the provisions of Section 11303 of the Insterstate 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.

Sidney L. Strickland, Jr.
Secretary

RECORDATION NO. 6168-CC FILED 1425

OCT 7 1991 2 50 PM

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 Bill of Sale dated September 17, 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

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

RECORDATION NO 6168-CC FILED 1425

OCT 7 1991 2 50 PM

INTERSTATE COMMERCE COMMISSION

BILL OF SALE

BANKERS TRUST COMPANY, as Trustee under Equipment Trust Agreement dated May 1, 1971 (Series 7), to UNION TANK CAR COMPANY.

Know all men by these presents, that Bankers Trust Company ("Trustee"), as Trustee under that certain Equipment Trust Agreement ("Agreement") dated May 1, 1971, 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 May 1, 1991, 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, provided that, except as expressly provided herein, this instrument is executed without covenant or warranty, expressed or implied, and without recourse against the Trustee in any event.

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 17th day of September, 1991.

BANKERS TRUST COMPANY

By: Carl H Nasib

Title: Carl H. Nasib
Vice President

(CORPORATE SEAL)

Attest:

Wanda Camacho

Its: Wanda Camacho
Assistant Secretary

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

On September 17, 1991, before me personally appeared Carl H. Nasib and Wanda Camacho, to me known, who, being by me duly sworn, did depose and say that they are, respectively, Vice President and Assistant Secretary of Bankers Trust Company, 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.

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	BOXF	60	CPAA205200-CPAA205206
33	BOXT	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	LOC	3,000	80274-80277,80279,80305
4	LOC	5,701	UTCX57492-UTCX57495
7	TA	12,000	TCDX11091-TCDX11092,TCDX11094-TCDX11098
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,

CERTIFICATE TRUST SERIES: R007

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
			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
2	TM	20,495	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
8	TM	23,500	RTCX237109-RTCX237116
27	TM	26,000	48189,48191-48193,48196,48199,48205,48208, 48214-48215,58579-58588,58965,58967-58968, 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
11	TMI	13,300	76277-76278,76284-76285,76287-76288,76292, 76294,76297-76299
36	TMI	13,600	76323,76326,76329,76332-76333,76336-76339, 76342,76346-76347,76349-76350,76352-76354, 76424,76435,76441,76446,76448-76449,76456, 76459,76462,76465,76467-76468,76474,76478, 76483,76488,76495,76497-76498
60	TMI	16,000	74700-74704,74706-74707,74709-74717,74719- 74723,74935-74936,74939-74940,74942-74944, 74946-74949,74951,74953-74958,74962-74970, 76848-76849,76851-76858,76861-76862
44	TMI	16,800	74841-74844,74846-74850,74852-74860,74862- 74866,74971-74974,74977-74978,74982,74984- 74987,74990-74995,74997,74999,76832,77101
19	TMI	17,000	75240,75242,75247,75249,75251-75252,76001, 76003,76005-76006,76009-76010,76012-76014, 76018,76020-76022
83	TMI	20,000	73048-73049,73051,73053-73055,73058-73060, 73064,73066,73069-73072,73074,73076,73079- 73080,73082-73086,73088-73089,73091-73092, 74728-74737,74739,74741-74747,74876,74880, 74884,74887-74892,74906-74908,74910-74911, 74913-74915,75347,75351,75354-75355,75360, 75362,75364,75366,75371,75373,77102,77212, 77781,77831,77833,77842,77858-77859,77876, 77879
4	TMI	20,400	75194-75197
111	TMI	22,500	955-974,75108-75112,75115,75117-75118, 75124-75126,75128-75136,75139-75141,75145- 75146,75148-75151,75153-75154,75159-75160, 75162-75164,75166-75174,75255-75257,75259- 75265,75267,75270-75271,75273-75280,75282, 75285-75286,75289,75291-75295,75302,75306, 75310,75316,75318-75319,75323,75325,75327, 75329-75330,75333,75336,75339-75340,75343
51	TMI	23,500	75000-75001,75004,75008-75009,75013,75015, 75017-75019,75021-75025,75027,75030-75032, 75034,75036-75040,75044-75048,75051,75053-

CERTIFICATE TRUST SERIES: R007

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
			75080,75084-75085,75376,75467,75471,75475
7	TP	26,700	30047,30049,30062-30065,30067
3	TP	33,200	RTCX37004-RTCX37006
215	TP	33,800	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

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
1,377 TOTAL			