Union Tank Car Company

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

RECORDATION NO. 6372 FILED 1425 1-302A003

October 25, 1991

OCT 29 1991 -11 00 AM

INTERSTATE COMMERCE COMMISSION

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

RECORDATION NO. 6372-A FILED 1425

OCT 29 1991 -11 00 AM

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 8)
Recordation No. 6372
Termination of Trust Agreement

Dear Ms. Lee:

Enclosed are one original and two certified copies of the Termination of Trust Agreement dated October 4, 1991, between Union Tank Car Company and Citibank, N.A., 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

Interstate Commerce Commission

Washington, D.C. 20423

10/29/91

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 10/29/91 at 11:05am , and assigned recordation number(s). 6372-Y & 6372-Z

Sincerely yours,

Sidney L. Strickland, Jr.

Sidney L. Strickland, Jr.
Secretary

RECORDATION NO 6372-21 FILED 1425

OCT 29 1991 -11 05 AM

INTERSTATE COMMERCE COMMISSION

TERMINATION OF TRUST AGREEMENT

This Termination of Trust Agreement is entered into October 4, 1991, by and between UNION TANK CAR COMPANY, a Delaware corporation ("Company"), and CITIBANK, N.A. ("Trustee").

Recitals

A. Company and Trustee entered into an Equipment Trust Agreement ("Trust Agreement") dated October 1, 1971 providing, among other things, for the issuance of Company's Equipment Trust Certificates (Series 8) 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 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 October 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 October 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

CITIBANK, N.A.

By: _____
Title: VICE PRESIDENT

Attest:

_____
CAROL NG
Senior Trust Officer

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On October 4, 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:

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

STATE OF NEW YORK)
) ss
COUNTY OF NEW YORK)

On October 18, 1991, before me personally came P. DeFELICE, to me known, who, being by me duly sworn, did depose and say that he is VICE PRESIDENT of Citibank, N.A., 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.

Notary Public

My Commission Expires:

ENZO L. CARBOCCI
Notary Public, State of New York
No. 43-5605595
Qualified in Richmond County
Certificate Filed in New York County
Term Expires March 30, 1992

CERTIFICATE TRUST SERIES: R008

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
31	BOXF	60	CPAA205078-CPAA205093,CPAA205208-CPAA205213, CPAA205215-CPAA205223
18	C214	5,701	UTCX57575-UTCX57576,UTCX57593-UTCX57597, UTCX57623-UTCX57626,UTCX57645-UTCX57651
3	C711	2,900	UNPX120583-UNPX120585
44	LOC	3,000	PGE 2201-PGE 2203,80282,80284-80288,80290-80300,80302-80304,80306-80309,80313-80315, 80328-80329,80351-80362
1	LOC	3,800	80377
1	LOC	3,900	30375
3	TA	13,000	TCOX13235,TCOX13237-TCOX13238
3	TA	13,700	14026-14028
1	TA	14,000	13152
2	TL	20,000	48160,48162
2	TM	13,000	60694-60695
2	TM	13,800	14327-14328
45	TM	14,500	12400-12401,13162-13169,13171-13172,13174-13186,13189,13191-13192,13194-13196,13860, 13870,13938,13951,13956-13958,13960-13961, 13965,13975,13980,13997-13998
1	TM	16,200	42400
208	TM	20,000	596,621-622,4408-4409,41398-41399,41996-41999,46980,46982-46985,47944-47954,47956-47967,47971-47973,47975-47982,48000-48001, 48011,48015,48019,48024-48025,48035-48036, 48039,48042,48047,48055,48059-48060,48063, 48068,48076,48079,48083,48085,48099,48101, 48120,48130-48131,48135,48148,48152-48153, 48157,48318,48912,48981,48987,49591,49701, 49845,49916,49931,49939-49940,49943-49944, 49977,49997,58021-58029,58679-58681,58684-58685,58687-58692,58695,58698,58700,58702, 58704-58713,58715-58717,58719-58726,58728,

CERTIFICATE TRUST SERIES: 3008

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
			58730-58733,58735-58737,58741-58743,58892, 58894-58899,58911-58914,58917-58918,58920-58924,58926-58927,58929-58949,59352,59365, 59368,59457-59459,59461-59462,71355,71357, 71362,71365-71368
13	TM	21,000	RTCX27013-RTCX27014,RTCX27016-RTCX27018, RTCX27101-RTCX27104,RTCX27106-RTCX27109
18	TM	23,000	58871,58875-58891
9	TM	26,000	40916-40918,40920-40925
45	TM	30,000	40865-40870,40872-40880,40882,40884-40892, 40895-40909,40911-40915
126	TMI	8,000	74000,74003-74006,74008-74012,74016,74018-74019,74022,74025-74031,74034-74038,74040-74046,74048-74050,74053,74055-74056,74059-74060,74062-74064,74066-74070,74074,74076-74080,74082-74083,74085,74087,74090-74093, 74122-74123,74125,74127-74128,74130-74132, 74134,74136-74140,74142-74145,74147-74148, 76837-76841,76843-76844,76846-76847,76892, 76920,76923-76929,76933,77002,77015,77022-77023,77075-77076,77078,77080-77082,77084, 77087,77089,77093,77095,77097-77099,78219, 78228,78233,78609,78613,78626
1	TMI	10,204	76912
10	TMI	10,500	76374,76391,76394,76445,76473,76527,76547, 76588,76603,76634
19	TMI	12,200	42231-42232,42234,42236-42238,42240-42244, 42246-42251,42453-42454
2	TMI	13,000	73952,73955
1	TMI	13,300	73962
16	TMI	13,333	75941,75943-75945,75947,75949,75951,75954, 75962,75965-75966,75971,75974,75979,75983, 75986
21	TMI	13,400	73953-73959,73965-73969,73971-73979,73981-73984,85323
6	TMI	16,000	76864-76866,76870-76872

CERTIFICATE TRUST SERIES: 2008

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
5	TMI	16,800	74800,74802-74805
2	TMI	16,900	77672,77691
14	TMI	17,000	74875,74886,74893-74894,74896-74898,74901-74904,74922-74924
222	TMI	20,000	25817-25820,25822-25836,47970,48014,48034,48038,48051,48065,48070,48073,48077,48080,48360,73093-73105,73300,73501,73503-73504,73506-73509,73512-73515,73517-73518,73520-73524,73526-73532,73534-73535,73537-73538,73541,73543-73545,73547,73551-73552,73554-73556,73558-73559,73561-73562,73564,73566-73568,73571,73573-73575,73577-73579,73581-73583,73585-73593,73595-73596,73598-73604,73605,73608-73610,73612-73613,73615-73616,73618,73622-73627,73629-73631,73633-73635,73637-73641,73643-73647,73650-73652,75497-75498,75502-75503,75507-75508,75518-75519,75521,75524-75529,75531-75535,75537,75539-75544,76466,76477,76696,76700,76739,76764,76765-76768,76770,76779,76791,76800,76802,76812,76931,76974,76999,77041,77105,77180,77251,77258,77843-77844,77846-77851,78109,78113-78114,78119,78124,78140,78142-78143,78147,78150,78161
1	TMI	22,500	75346
4	TMI	22,800	73399-73400,73402-73403
7	TMI	23,000	75705,78425,78429,78432,78436,78452,78454
67	TMI	23,500	73382-73397,75385,75388,75398,75407,75409,75415,75421,75423-75424,75427,75431-75435,75441-75442,75449,75452-75453,75458,75461,75464-75465,75468,75470,75473,75483-75484,75486,75493,75495,77262,77289,77291,77316,77331-77332,77458,77460,77463-77464,77489,77495,77531,77558,77569,77600,77611,77622,77624
28	TMI	26,000	74642-74643,74646,74651,74653-74654,74656,74658,74660-74665,74668,74670-74671,74673,74677-74678,74683,74687,74689,74691-74692,74695,74698-74699

CERTIFICATE TRUST SERIES: R008

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
24	TMI	29,000	75547,75549-75554,75556-75558,75560-75562, 75564,75566-75570,75572,75574-75577
11	TP	17,300	28119-28120,28123,28782-28786,28979-28981
4	TP	20,000	27576-27577,29313-29314
2	TP	33,500	99906,99970
47	TP	33,600	30432-30433,30435,30437-30450,30452,30454-30457,30459-30461,30463,30465-30467,30469-30472,30476-30477,30479-30483,30485,30488-30492,30494
70	TP	33,700	37519-37520,37522,37524-37535,37537,37540-37544,37547,37549-37552,37554-37556,37558-37560,37562,37564-37565,37567-37568,37570-37577,37579-37580,37582-37583,37586-37587, 37589-37590,37594,37596,37599-37602,37604-37612,37614-37615
346	TP	33,800	29217-29222,29224-29227,29229-29230,29237-29240,29242-29245,29247,29249,29251-29259, 29261-29264,29267,29269-29275,29278-29279, 29281-29290,29292-29303,29305-29306,29308, 29310,37471,37482,37485,37488,37490-37491, 37619-37620,37624-37628,37631-37632,37634-37636,37638-37641,37646-37650,37654,37656-37657,37659-37668,37670-37674,37676-37679, 37681,37685-37686,37688-37689,37692-37693, 37697-37699,37705-37707,37709-37711,37713, 37715-37716,37718-37719,37721-37722,37725-37726,37729-37738,37741,37743,37745-37746, 37751,37753,37755,37760-37761,37763-37765, 37767-37770,37772,37774,37779-37781,37783-37784,37786,37788,37790-37793,37796-37797, 37801-37804,37808,37811-37812,37814,37816, 37818-37824,37827,37829-37832,37834-37835, 37839,37841-37843,37845,37847,37850-37851, 37853,37856-37858,37860,37867,37870,37872, 37874-37876,37878-37880,37883-37884,37887, 37889-37892,37898,37902,37904,37906-37907, 37909-37911,37913-37914,37917-37918,37922-37927,37929-37930,37932-37933,37935,37938-37939,37941-37942,37944,37946,37951-37952, 37955-37956,37958-37959,37964,37966,37968-37971,37973-37974,37978-37980,37983-37984,

CERTIFICATE TRUST SERIES: R008

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
			37985,37989,37992,37994,37997-37998,38093, 38095,38099-38105,38108-38109,38111-38112, 38115-38117,38120,38122,38126,38128-38129, 38131,38133,38135,38139,38143-38145,38396, 38398-38399,38408-38409,38411,38414,38787, 38789-38791,38793-38794,38797-38799,38869, 38885,38889,38891,38895-38897,38991,38995, 38997-38998
25	TP	34,000	29315-29321,29323-29325,29328,29331-29332, 29334,29335-29337,29339-29341,29344-29348, 29350,29352,29379
6	TPA	14,000	13129,13134,13147-13149,13151
32	TPI	17,300	28084,28087,28092-28093,28095-28097,28102- 28105,28110-28113,28115-28118,28122,28125, 28127-28128,28130,28969,28971-28972,28974- 28978
1	TPI	20,000	28968
2	TPI	24,500	28982-28983
14	TPI	25,000	28478-28480,28482,28485-28487,28489-28490, 28492-28493,28496,28498-28499
35	TPI	25,700	28500,28503-28508,28510-28513,28516-28519, 28521-28524,28526-28530,28533-28536,28539- 28541,28544,28546,28548,28550
1,622	TOTAL		