



Union Tank Car Company

3-089A043

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

RECORDATION NO. *6859* FILED 1425

FEB 8 1993 3-30 PM

February 5, 1993

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. *6859* FILED 1425

FEB 8 1993 3-30 PM

INTERSTATE COMMERCE COMMISSION

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

Attn: Ms. Mildred R. Lee
Room 2303

Re: Equipment Trust Agreement (Series 9)
Recordation No. 6859
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, 1993, between Union Tank Car Company and Harris Trust and Savings 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 \$32 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

STATE OF ILLINOIS)
)
COUNTY OF COOK)

RECORDATION NO. 28594 FILED 1425
FEB 8 1993 3:30 PM

INTERSTATE COMMERCE COMMISSION

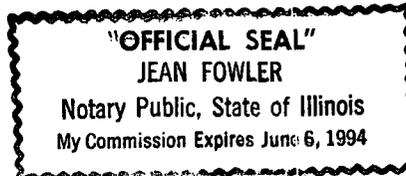
CERTIFICATE

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 as of January 15, 1993 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 5th day of February, 1993.


Notary Public

4066a



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TERMINATION OF TRUST AGREEMENT

INTERSTATE COMMERCE COMMISSION

This Termination of Trust Agreement is entered into as of January 15, 1993, by and between UNION TANK CAR COMPANY, a Delaware corporation ("Company"), and HARRIS TRUST AND SAVINGS BANK ("Trustee").

Recitals

A. Company and Trustee entered into an Equipment Trust Agreement ("Trust Agreement") dated January 15, 1973 providing, among other things, for the issuance of Company's Equipment Trust Certificates (Series 9) 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 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, 1993, 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, 1993.

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

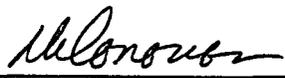
Attest:


Robert W. Webb
Secretary

HARRIS TRUST AND SAVINGS BANK

By: 
Title: VICE PRESIDENT

Attest:


ASSISTANT SECRETARY

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On January 29, 1993, 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:

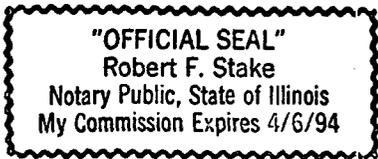


STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On February 2, 1993, before me personally came R. G. MASON, to me known, who, being by me duly sworn, did depose and say that he is VICE PRESIDENT of Harris Trust and Savings 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.

Robert F. Stake
Notary Public

My Commission Expires:



CERTIFICATE TRUST SERIES: R009

A.A.R. CAPACITY
 MECHANICAL IN
 DESIG. CODE GALLONS
 ROAD NUMBERS

QUANTITY	DESIG. CODE	GALLONS	ROAD NUMBERS
4	C214	5,701	UTCX57652-UTCX57655
1	C214	5,800	UTCX46635
24	GT	0	UNPX100265, UNPX100274, UNPX100275, UNPX100285, UNPX100291, UNPX100295, UNPX100298, UNPX100300, UNPX100303, UNPX100306, UNPX100308, UNPX100312, UNPX100315, UNPX100316, UNPX100318, UNPX100321, UNPX100324
16	LOC	3,000	80317-80323, 80330-80334, 80340, 80342-80343, 80345
22	LOC	3,300	CN 374201-CN 374210, CN 374213-CN 374224
7	LDC	5,701	UTCX57496-UTCX57502
7	TA	13,700	14024, 14031-14033, 14035-14037
23	TA	14,000	13159-13161, 14000-14002, 14005-14021
2	TA	26,000	42967-42968
5	TH	26,000	58599-58600, 58604, 58607, 58610
1	TM	8,000	42500
6	TM	10,000	1140-1145
12	TM	14,500	13016, 13239, 13265, 13289, 13327, 13424, 13803, 13842, 13846, 13848, 13854, 13934
1	TM	18,000	74604
523	TM	20,000	592-595, 623-627, 662-636, 639-640, 642-643, 646-652, 6410, 47585-47586, 47589, 47590, 47593, 47605, 47652-47658, 47660-47663, 47665-47666, 47669-47676, 47785-47804, 47806-47807, 47809, 47812-47816, 47818-47824, 47826-47837, 47839- 47854, 47856-47860, 47862-47869, 47871-47875, 47877-47898, 48413, 48424, 48431, 48437, 48446, 48448, 48461, 48473, 48797, 48865, 48984, 49846, 58005, 58007-58008, 58017, 58020, 58030-58045, 58601, 58603, 58612-58613, 58616-58619, 58631, 58639-58640, 58643, 58655-58657, 58660-58662, 58664-58666, 58668-58669, 58671-58672, 58674, 58677, 58686, 58738-58739, 58744, 58746-58764,

CERTIFICATE TRUST SERIES: R009

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
48	TM	21,000	RTCX21002, RTCX21006, RTCX27112-RTCX27118, RTCX27120-RTCX27124, RTCX27126-RTCX27132, RTCX27137, RTCX27342-RTCX27345, RTCX27347- RTCX27356, RTCX27358-RTCX27366, RTCX27368, RTCX27370-RTCX27371
4	TM	26,000	40927-40930
31	TM	30,000	48115, 48146, 48276, 48397, 48411, 48533, 48537, 48555, 48607, 48777, 48905, 48944, 48946-48947, 48964, 49008-49009, 49018, 49025, 49065, 49067, 49071, 49164, 49247, 49251, 49302, 49355, 49368, 49427, 49433, 49584
35	TMI	8,000	74097-74098, 74100-74106, 74108-74110, 74113- 74114, 74151, 74624-74626, 74628-74636, 74638- 74641, 74675-74676, 74680, 74684
25	TMI	13,300	14300-14318, 14320-14322, 14324, 14595-14596
44	TMI	16,000	73998, 74765-74766, 74768-74777, 74779, 74782- 74789, 74791-74792, 74794-74795, 74797, 74799, 74806-74807, 74811, 74916, 74918, 74824, 74826- 74829, 74831-74832, 76860, 76867, 76869, 76874
16	TMI	16,800	74801, 74808-74810, 74812-74814, 74817, 74819- 74822, 74825, 74833-74835
1	TMI	16,900	73001
82	TMI	17,000	76023-76027, 76029, 76031-76034, 76036-76038, 76040-76041, 76044-76047, 76049-76050, 76052- 76056, 76058-76065, 76067-76079, 76082-76092, 76101-76104, 76114-76117, 76119-76130, 76132- 76133, 77762, 77785
14	TMI	17,300	28236-28237, 28239, 28241-28244, 28246-28252
258	TMI	20,000	BAWX1014, 14050-14052, 25798-25806, 25808- 25811, 42456-42460, 73106-73107, 73110-73111, 73303-73305, 73307, 73309-73315, 73317, 73320- 73342, 73345-73347, 73350, 73352-73355, 73357- 73360, 73362-73368, 73370-73379, 73355, 73357,

CERTIFICATE TRUST SERIES: R009

QUANTITY	A.O.R. MECHANICAL DFSIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
13	TMI	22,000	1011-1014, 1018-1024, 1027, 1050
70	TMI	22,800	73112-73113, 73115-73144, 73146-73157, 73160-73164, 73166-73170, 73172-73174, 73177-73181, 73401, 73404-73410
58	TMI	23,000	75342, 75359, 75367, 75378, 75391, 75448, 75523, 75555, 75559, 75563, 75565, 75571, 75573, 75578, 75583, 75585, 75590, 75594, 75595, 75607, 75609, 76221-76228, 76438, 76475, 76482, 76494, 76503, 78279, 78335, 78341, 78342, 78345, 78349, 78367, 78371, 78387, 78391, 78395, 78421, 78423, 78493, 78497
62	TMI	23,500	75002, 75005, 75007, 75010-75012, 75016, 75020, 75026, 75028-75029, 75041, 75043, 75050, 75062-75063, 75070-75071, 75073, 75083, 75089-75092, 76093-76095, 76097-76098, 76202, 76204-76206, 76208-76212, 76214-76215, 76217, 76511, 76562, 76565, 76574, 76586, 76600-76601, 76673, 76689, 76697, 76708, 76728, 76741, 76749, 76753, 76765, 76806, 77142, 77161, 77167, 77187
5	TMI	30,000	80335-80339
4	TMI	33,800	42461-42463, 42465
41	TP	17,000	28131-28132, 28135-28145, 28147-28150, 28152, 28155, 28157, 28159, 28161, 28163, 28165-28168, 28172-28176, 28178, 28181-28182, 28184, 28189-28190, 28192-28193, 28195
30	TP	17,300	28121, 28199-28207, 28209-28214, 28216-28224,

CERTIFICATE TRUST SERIES: R009

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
25	TP	21,500	28400-28401, 28403-28407, 28409-28410, 28412-28413, 28415, 28417-28424, 28426, 74247-74248, 74251, 74253
24	TP	25,500	28429-28432, 28434-28437, 28439-28447, 28449-28451, 28455-28458
54	TP	11,400	30369-30374, 30376-30378, 30380-30384, 30386-30390, 30396-30397, 30399-30400, 30402-30407, 30410, 30412-30428, 30430-30431, 30475, 30478, 30493, 30495-30496, 30498-30499
25	TP	33,800	29437-29440, 29442-29443, 29445, 29447-29448, 29450-29453, 29457-29460, 37506, 37509-37513, 37516-37517
65	TP	34,000	29360-29364, 29366-29371, 29373-29377, 29380-29382, 29384, 29386-29391, 29394-29398, 29400, 29402, 29404-29427, 29429-29436
1	TPI	17,300	28966
4	TPI	33,800	98543-98544, 98546, 98548
2	T105	20,000	640413, 640554
1	T907	25,000	90057
1498 TOTAL			

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