



Union Tank Car Company

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

RECORDATION NO. 15338-D, E FILED

MAR 2 '98

4-00PM

February 25, 1998

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

MAR 2 4 00 PM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Surface Transportation Board
12th St. & Constitution Ave., N.W.
Washington, DC 20423

Attn: Ms. Janice M. Fort
Room 2311

Re: Equipment Trust Agreement (Series P-7)
Recordation No. 15338
Termination of Trust Agreement

Dear Ms. Fort:

Enclosed are one original and two certified copies of each of the following documents:

1. Termination of Trust Agreement dated as of February 18, 1998, between Union Tank Car Company and the First National Bank of Chicago, as Trustee.
2. Bill of Sale from the Trustee to Union Tank Car Company.

Please file these documents as supplements to the filing referred to above.

Enclosed is our check in the amount of \$48 for the filing fees. 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.



SURFACE TRANSPORTATION BOARD

WASHINGTON, DC., 20423-0001

OFFICE OF THE SECRETARY

Jean Fowler

Union Tank Car Company

225 West Washington Street

Chicago, Illinois 60606

DATE:3/2/98

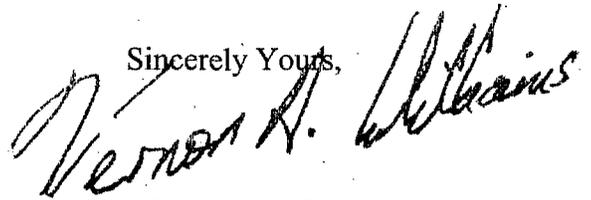
Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C

11301 and 49 CFR 1177.3 (c), on 3/2/98 at 4:00 PM ,and

assigned recordation numbers (s). 15338- D and 15338-E.

Sincerely Yours,

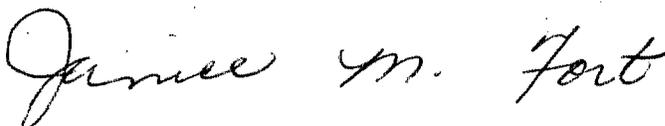


Vernon A. Williams
Secretary

Enclosure(s)

48.00

\$-----The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee you will receive a notification after the Surface Transportation Board has had an opportunity to examine your document.



MAR 2 '98 4-00PM

BILL OF SALE

THE FIRST NATIONAL BANK OF CHICAGO, as Trustee under Equipment Trust Agreement dated October 1, 1987 (Series P-7), to UNION TANK CAR COMPANY, a Delaware corporation.

Know all men by these presents, that The First National Bank of Chicago ("Trustee"), as Trustee under that certain Equipment Trust Agreement ("Agreement") dated October 1, 1987, between Trustee and Union Tank Car Company ("Company"), and pursuant to Section 4.05 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 February 17, 1998, 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.

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, as of February 18, 1998.

THE FIRST NATIONAL BANK OF CHICAGO

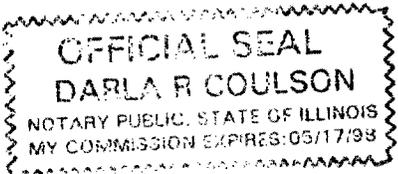
By: *James A. DeLuca*
Title: VICE PRESIDENT

Attest:

[Signature]
Its: Trust Officer

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On the 20th day of February, 1998, before me personally appeared JANICE OTT ROTUNNO and A. Longini, to me known, who, being by me duly sworn, did depose and say that they are, respectively, VICE PRESIDENT and TRUST OFFICER of The First National Bank of Chicago, 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.



Darla R. Coulson
Notary Public

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

CERTIFICATE TRUST SERIES: P007

QUANTITY	A.A.R. MECHANICAL DESCRIPTION CODE	CAPACITY IN (GAL./CUFT.)	ROAD NUMBERS
319	C214	5,800 CUFT.	UTCX 46000–46074, 46388–46412, 46422–46456, 57165–57170, 58761–58863, 58914–58988
8	T092	8,000 GAL.	UTLX 200516–200519, 200530–200533
10	T095	19,600 GAL.	UTLX 200520–200529
11	T095	21,000 GAL.	UTLX 646695–646699, 647023–647028
23	T096	23,500 GAL.	UTLX 647000–647022
12	T055	20,700 GAL.	UTLX 130008–130019
26	T103	11,300 GAL.	UTLX 300500–300525
127	T104	14,000 GAL.	UTLX 69000–69004, 69013, 300090–300114, 300145–300239, 650314
36	T104	16,000 GAL.	UTLX 400000, 630000–630034
121	T104	17,500 GAL.	CRGX 4516–4632, 4634, 4636, 4639–4640
236	T105	20,700 GAL.	UTLX 300115–300144, 400001–400010, 640105–640109, 640111–640113, 650253–650254, 650342–650396, 650407–650436, 650441–650478, 650480, 650484–650492, 650494–650508, 650529–650566
4	T106	21,000 GAL.	UTLX 650479, 650481–650483
185	T106	23,500 GAL.	UTLX 200224–200232, 200234, 200236, 200238, 200241, 640000–640092, 650397–650406, 650437–650440, 650509–650523, 650567–650616
6	T107	27,000 GAL.	UTLX 500500–500505
78	T108	30,000 GAL.	UTLX 200146–200223
2	T145	21,000 GAL.	UTLX 300800–300801
6	T426	24,000 GAL.	UTLX 950000–950005
14	T565	20,000 GAL.	LCIX 2750–2754, UTLX 900066–900068, 900080–900085
6	T655	20,000 GAL.	UTLX 980004–980009
10	T906	22,400 GAL.	UTLX 900500–900509
1,240	TOTAL CARS		