



THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606-3418, Tel. (312) 372-9500, Fax (312) 845-5305

RECORDED 14994 - C & D

JUL 1 1996 - 8 10 PM

INTERSTATE COMMERCE COMMISSION

RECEIVED
SURFACE TRANSPORTATION
BOARD
JUL 1 3 05 PM '96

June 25, 1996

Surface Transportation Board
12th Street & Constitution Avenue, N.W.
Washington, DC 20423

Attn: Ms. Janice M. Fort
Room 2311

Re: Equipment Trust Agreement (Series P-5 CAN)
Recordation No. 14994

Dear Ms. Fort:

Enclosed are the original and two certified copies of the Termination of Trust Agreement dated as of May 1, 1996, between Procor Limited and The Royal Trust Company, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Procor Limited.

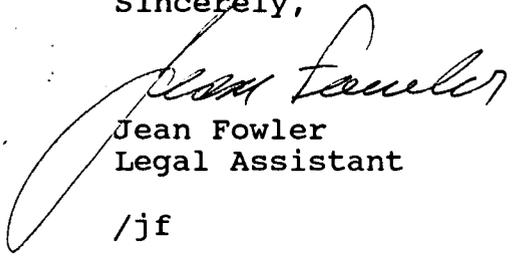
Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$42 for the filing fee.

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
Legal Assistant

/jff

encls

UTC4066

SURFACE TRANSPORTATION BOARD

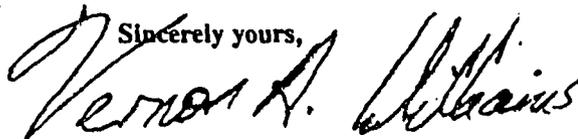
7/1/96

Jean Fowler
Legal Assistant
The Marmon Group, Inc.
225 West Washington Street
Chicago, Illinois 60606-3418

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/1/96 at 3:10PM, and assigned recordation number(s) 14994-C and 14994-D.

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 and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



14994-C
JUL 1 1996 3:10 PM

TERMINATION OF TRUST AGREEMENT

This Termination of Trust Agreement is entered into as of May 1, 1996, by and between PROCOR LIMITED, a corporation of Canada ("Company"), and THE ROYAL TRUST COMPANY ("Trustee").

Recitals

A. Company and Trustee entered into an Equipment Trust Agreement ("Trust Agreement") dated as of May 15, 1986, providing, among other things, for the issuance of Company's Equipment Trust Certificates (Series P-5 CAN) in the aggregate principal amount of US\$16,767,128 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 4.01 of the Trust Agreement, the lease of the Trust Equipment has terminated.

C. Pursuant to Section 4.05 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

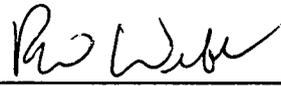
The Company and Trustee hereby agree, pursuant to Sections 4.01 and 4.05 of the Trust Agreement, that (i) the lease provided for in the Trust Agreement was terminated effective as of May 1, 1996, and (ii) title to all Trust Equipment remaining subject to the Trust Agreement, including all that equipment listed on Schedule A attached hereto, was vested and did vest in Company effective as of May 1, 1996.

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.

PROCOR LIMITED

By: 
R. C. Gluth
Vice President

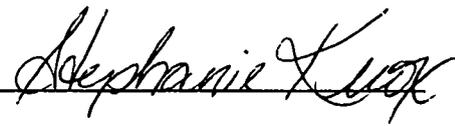
Attest:

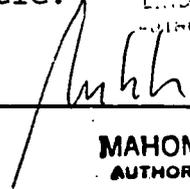

Robert W. Webb
Secretary

THE ROYAL TRUST COMPANY

By: 
Title: LINDA R. WHITFIELD
AUTHORIZED SIGNATORY

Attest:


UTC3771C

By: 
MAHOMED LIMBADA
AUTHORIZED SIGNATORY

JD

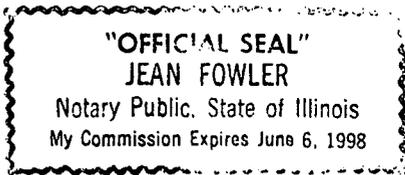
CERTIFICATE TRUST SERIES: P005

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
10	COVE	2,820	UNPX122712-UNPX122721
57	COVE	5,820	UNPX122722-UNPX122764, UNPX123207-UNPX123220
1	C214	5,280	UNPX122823
189	C214	5,820	UNPX122765-UNPX122822, UNPX122824-UNPX122945, UNPX123336-UNPX123344
16	C711	2,900	UNPX120559-UNPX120569, UNPX120575-UNPX120579
40	TA	12,900	PROX13500-PROX13539
6	TM	30,000	PROX41270-PROX41275
2	TMI	15,600	PROX64041-PROX64042
10	T104	15,600	PROX64044-PROX64053
3	T527	25,100	PROX91506-PROX91508
57	T564	17,300	PROX28000-PROX28029, PROX28829-PROX28855

391	TOTAL		

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On May 10, 1996, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Vice President of Procor Limited, 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

CITY OF TORONTO)
PROVINCE OF ONTARIO)

On this 10th day of June, 1996, before me personally came L. Wiltfeld & M. Lombard, to me known, who, being by me duly sworn, did depose and say that ~~he/she~~ they are ~~is~~ authorized signatories of The Royal Trust Company, one of the corporations described in and which executed the foregoing instrument; that he/she 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/she signed his/her name thereto by like order.

Richard Moore

Notary Public

UTC3771C

