



Union Tank Car Company

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

RECORDATION NO. 15373- FILED

APR 16 '98

9-24 AM

RECEIVED
SURFACE TRANSPORTATION
BOARD

CID

APR 16

9 24 AM '98

April 7, 1998

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED

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

Attn: Ms. Janice M. Fort
Room 2311

Re: Equipment Trust Agreement (Series Can-3)
Recordation No. 15373
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 27, 1998, between Procor Limited and The Royal Trust Company, as Trustee.
2. Bill of Sale from the Trustee to Procor Limited.

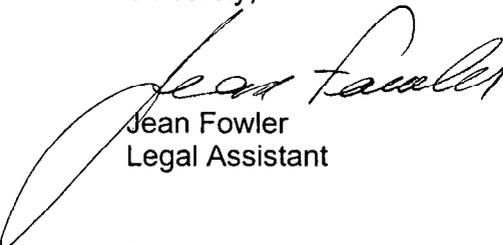
Please file these documents as supplements to the filing referred to above.

Enclosed is our check in the amount of \$52 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
Legal Assistant

jf/
encls.



A member of The Marmon Group of companies

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY
JEAN FOWLER
UNION TANK CAR COMPANY
225 WEST WASHINGTON STREET
CHICAGO, ILLINOIS 60606

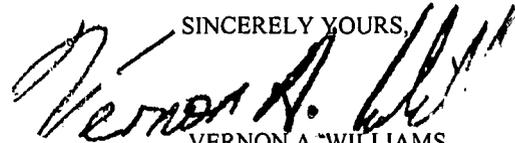
DATE: 4/16/98

DEAR:MADAM:

THE ENCLOSED DOCUMENT(S) WAS RECORDED PURSUANT TO THE PROVISIONS OF 49 USC 11301

AND 49 CFR 1177.3 (C), ON 4/16/98 AT 9:24 AM , AND
ASSIGNED RECORDATION NUMBER(S).15373- C AND 15373-D.

SINCERELY YOURS,



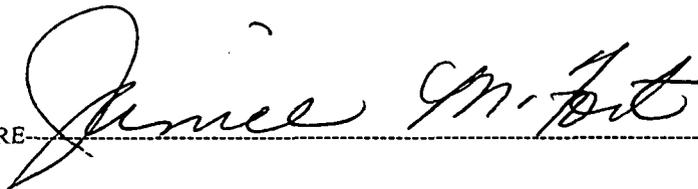
VERNON A. WILLIAMS
SECRETARY

ENCLOSURE(*S) (2)

52.00

\$-----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 RECDEIVE A NOTIFICATION AFTER THE SURFACE TRANSPORTATION BOARD HAS HAD AN OPPORTUNITY TO EXAMINE YOUR DOCUMENT.

SIGNATURE-----

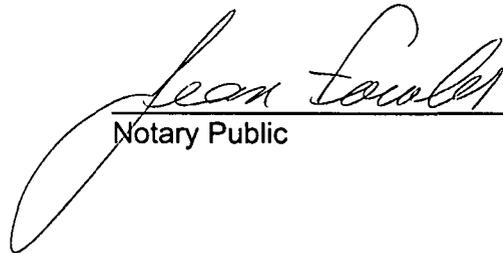


STATE OF ILLINOIS)
)
COUNTY OF COOK)

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 Termination of Trust Agreement dated as of February 27, 1998, 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 7th day of April, 1998.



Notary Public

4066A



TERMINATION OF TRUST AGREEMENT APR 16 '98 9-24 AM

This Termination of Trust Agreement is entered into as of February 27, 1998, 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 October 1, 1987, providing, among other things, for the issuance of Company's Equipment Trust Certificates (Series CAN-3) in the aggregate principal amount of Cdn\$11,000,000 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 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, save and except those provisions relating to the indemnification of the Trustee, effective as of February 27, 1998, (ii) the Trust Agreement was terminated and discharged effective as of February 27, 1998, and (iii) 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 February 27, 1998.

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.

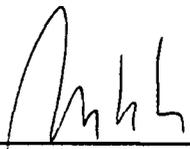
PROCOR LIMITED

By: 
R. C. Gluth
Vice President

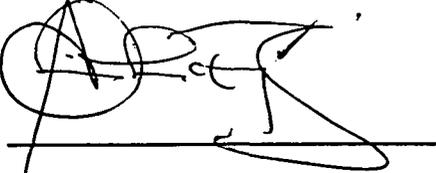
Attest:


Robert W. Webb
Secretary

THE ROYAL TRUST COMPANY

By:  
Title: VICE PRESIDENT MAHOMED LAMBADA
AUTHORIZED SIGNATORY AUTHORIZED SIGNATORY

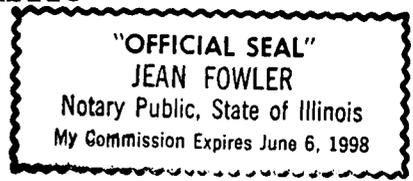
Attest:


UTC3771C

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On March 30, 1998, 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 31st day of March, 1998, before me personally came Linda Whitfield & Mohamed Limbato, to me known, who, being by me duly sworn, did depose and say that he/she 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.

Tedford Mason
Notary Public, Province of Ontario
Tedford Mason

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

CERTIFICATE TRUST SERIES: P104

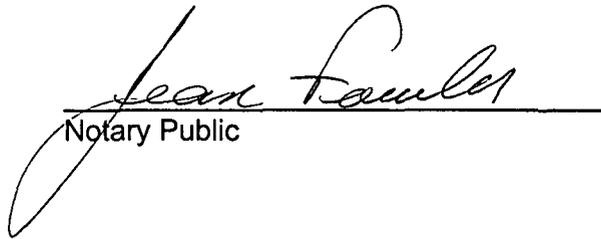
| <u>QUANTITY</u> | <u>A.A.R. MECHANICAL DESCRIPTION CODE</u> | <u>CAPACITY IN (GAL./CUFT.)</u> | <u>ROAD NUMBERS</u> |
|-----------------|---|---|---|
| 5 | C711 | 2,900 CUFT. | UNPX120590-120594 |
| 127 | C214 | 5,820 CUFT. | UNPX 122946-123000, 123221- 123247, 123268-123295, 123299- 122314, 123345 |
| 17 | T054 | 12,900 GAL. | PROX 60045-60061 |
| 31 | T054 | 13,500 GAL. | PROX 13540-13570 |
| 4 | T565 | 19,800 GAL. | PROX 91509-91512 |
| 4 | T015 | 20,000 GAL. | PROX 86095-86098 |
| <hr/> | | | |
| 188 | TOTAL CARS | | |

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 as of February 27, 1998, 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 7th day of April, 1998.


Notary Public

4066A

