

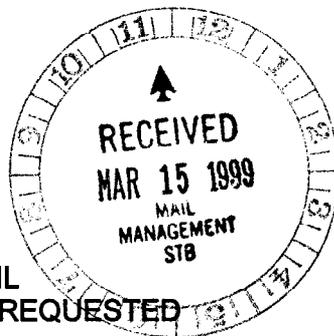


## Union Tank Car Company

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

March 11, 1999

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

RECORDATION NO. 9911-CC, DD FILED

MAR 15 '99 9-15AM

Re: Equipment Trust Agreement (Series P-2)  
Recordation No. 9911  
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 December 15, 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 \$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

SECRETARY OFFICE

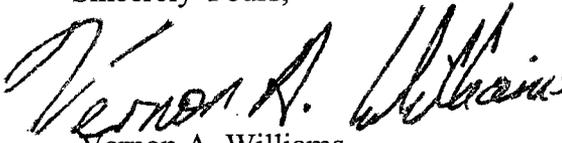
March 15, 1999

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

Dear Ms. Fowler:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3 (c), on March 15, 1999 at 9:15 AM, and assigned recordation number(s) 9911-CC and 9911-DD.

Sincerely Yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 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 receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature: Taledia M. Stokes

TERMINATION OF TRUST AGREEMENT

MAR 15 '99

9-15AM

This Termination of Trust Agreement is entered into as of December 15, 1998, by and between UNION TANK CAR COMPANY, a Delaware corporation ("Company"), and THE FIRST NATIONAL BANK OF CHICAGO ("Trustee").

Recitals

A. Company and Trustee entered into an Equipment Trust Agreement ("Trust Agreement") dated as of December 1, 1978, providing, among other things, for the issuance of Company's Equipment Trust Certificates (Series P-2) in the aggregate principal amount of \$60,000,000 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.

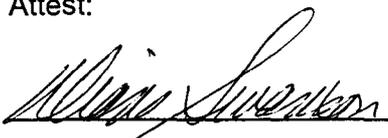
Agreement

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 December 15, 1998, 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 December 15, 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.

Attest:  
  
\_\_\_\_\_  
Robert W. Webb  
Secretary

UNION TANK CAR COMPANY  
By:   
\_\_\_\_\_  
R. C. Gluth  
Executive Vice President

Attest:  
  
\_\_\_\_\_  
UTC3771  
**DIANE SWANSON**  
ASSISTANT VICE PRESIDENT

FIRST NATIONAL BANK OF CHICAGO  
By:   
\_\_\_\_\_  
Title: **JANICE OTT ROTUNNO**  
**VICE PRESIDENT AND**  
**ASSISTANT SECRETARY**



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

CERTIFICATE TRUST SERIES: P002

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL./CUFT.)</u>	<u>ROAD NUMBERS</u>
5	C214	5,800 CUFT.	UTCX 46243-46247
7	T054	12,750 GAL.	UTLX 11153-11159
194	T054	13,500 GAL.	UTLX 11282-11294, 11720-11736, 11738-11753, 11793, 11795-11798, 11801-11836, 11847-11858, 11860-11882, 11884-11895, 11897-11899, 11902- 11910, 11912-11919, 11921-11924, 11990-11995, 11998-11999, 15000-15009 TCDX 13239-13243, 13255-13266, 13268-13269
80	T055	20,000 GAL.	UTLX 11064-11077, 11227-11230, 11232-11239, 12131-12145, 12188-12199, 12201-12207, 12540- 12555, 14462, 14464, 14466, 14475
1	T095	30,000 GAL.	UTLX 85853
9	T103	11,000 GAL.	UTLX 24952-24955, 24957-24961
65	T104	13,700 GAL.	UTLX 24965, 24967, 25744-25750, 25752-25787, 25839-25840, 25844-25845, 24847-25848, 25850, 25853, 25855-25856, 25860, 25864-25869, 25872- 25873, 25875-25877
72	T104	13,500 GAL.	UTLX 60711-60716, 60800-60813, 60815-60820, 60822-60826, 60829-60837, 60840, 60842-60869, 60871-60873
36	T104	14,000 GAL.	UTLX 24545, 24567, 24584, 24588, 25900, 25902- 25903, 25905, 25910, 25912-25915, 25918, 25921- 25923, 25926-25929, 25932, 25940, 25942, 25944, 25946, 25950-25951, 25955, 25958, 25960-25962, 25965, 25968, 25973
47	T104	14,500 GAL.	UTLX 12101-12104, 12107-12114, 12116-12117, 12119-12120, 13306, 13320, 13356-13358, 13591, 13615, 13632, 13635, 13768, 13802, 13814, 13838- 13839, 13841, 13844, 13847, 13849, 13856, 13859, 13863-13865, 13873, 13875-13876, 13878, 13886, 13896-13897, 15960
61	T104	16,500 GAL.	UTLX 66100, 66105, 66107-66110, 66112-66134, 66580, 66584, 66590, 66592, 66594-66597, 71639- 71640, 71642-71663
27	T104	17,500 GAL.	CRGX 4644-4667 UTLX 70590-70592

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
 DESCRIPTION OF EQUIPMENT TRUST  
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CERTIFICATE TRUST SERIES: P002

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL./CUFT.)</u>	<u>ROAD NUMBERS</u>
251	T105	20,500 GAL.	UTLX 25729-25743, 46819-46828, 48384-48385, 48389, 48392, 48396, 48401, 48405, 48412, 48414, 48416, 48421-48423, 48425, 48427-48430, 48432-48433, 48439, 48441, 48656-48657, 48660-48663, 48665-48666, 48669-48670, 48683, 48685-48687, 48689, 48691, 48746, 48752-48753, 48771, 48779, 48781, 48783, 48786, 57837-57839, 58620-58623, 58670, 58673, 58675, 58678, 58693, 58696-58697, 58701, 70325-70349, 70415-70416, 70420-70424, 70436-70444, 70446, 70450, 70453-70454, 70604-70616, 70651-70663, 70665-70667, 70793-70799, 70835-70849, 70852-70854, 70856-70858, 70860-70871, 70873-70875, 70877-70881, 70883, 71055-71060, 71062, 71064-71065, 71068-71074, 78749-78753, 78755-78774, 78776
480	T106	23,500 GAL.	UTLX 67891-68799, 68043, 68130, 68132-68134, 68140-68142, 68566, 68568-68569, 68572-68575, 68661-68673, 68675-68679, 68681, 68860, 68864, 68866, 68868, 68874, 68879-68893, 68895-68901, 68903, 68905-68917, 68919-68928, 68930-68932, 68943-68950, 68952-68957, 70305-70306, 70308-70324, 70351-70373, 70375-70391, 70393-70404, 70406-70409, 70455-70460, 70463-70494, 70496-70499, 70668-70685, 70687-70692, 70694-70756, 70758-70770, 70772, 70774-70779, 70781-70786, 70789-70792, 70830-70834, 70884-70895, 70897-70926, 70928-70932, 70934-70935, 70937-70972, 70974, 71042-71044, 71046-71050, 71052-71054, 71075-71076, 71080-71082, 71084-71098, 75006, 75014, 75049, 75052, 75059, 75116, 75854-75855, 76158, 76373, 77285, 77306, 77336
52	T107	27,000 GAL.	UTLX 2616, 48364-48365, 48374-48375, 48377-48381, 48407, 48415, 48420, 48462, 48466, 48474, 48482, 48487, 48490, 48493, 48546, 48611, 48680-48681, 57775-57790, 57819, 58625-58626, 58628, 58630, 58632-58634, 58636, 58638, 58641-58642
38	T108	30,000 GAL.	UTLX 48442, 48447, 48449-48451, 48453, 48455, 48457-48458, 48460, 48464, 48469, 48471, 48475, 48478-48479, 48485, 48488, 48491-48492, 48494, 48497, 48500-48501, 48503-48507, 48617, 48619, 48624, 48671, 48674-48675, 48678-48679, 48682
3	T164	12,500 GAL.	UTLX 42452-42454

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
DESCRIPTION OF EQUIPMENT TRUST  
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CERTIFICATE TRUST SERIES: P002

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL./CUFT.)</u>	<u>ROAD NUMBERS</u>
27	T389	34,000 GAL.	UTLX 99500-99502, 99504-99507, 99509, 99511-99518, 99520, 99524-99525, 99528-99530, 99534, 99537-99538, 99540-99541
47	T419	34,000 GAL.	UTLX 99844-99848, 99850, 99852, 99854-99856, 99858-99859, 99861, 99863-99886, 99888-99889, 99891-99894, 99896-99899
34	T564	17,500 GAL.	UTLX 27758-27762, 27765, 27767-27771, 27773-27774, 27777-27783, 27787, 27789-27791, 27794-27795, 27797, 27801, 27803-27804, 900094-900095, 900097, 900099
8	T565	20,000 GAL.	UTLX 27579, 27581, 82621, 82624-82625, 82632, 82635-82636
188	T907	25,000 GAL.	UTLX 26051, 92865, 92873, 92946, 92975, 92984, 93010, 93025, 93048, 93075, 93097, 93139, 93183, 93222, 93232, 93295, 93306, 93319, 93365, 93394, 93490, 93570, 93574, 93603, 93613, 93626, 93668, 93679, 93702, 93730, 93740, 93777, 93838, 93897, 93913, 93926, 93958, 94002, 94039, 94053, 94093, 94165, 94203, 94209, 94219, 94232, 94244, 94246, 94249, 94283, 94304, 94323, 94369, 94428, 94444-94445, 94464, 94471, 94499, 94576, 94614, 94647, 94663, 94724, 94746, 94748, 94765, 94780, 94787, 94799, 94814, 94832, 94849, 94865, 94880, 94918, 94932, 95003, 95010, 95077, 95118, 95128, 95150, 95191, 95212, 95240, 95243, 95267, 95271, 95273-95274, 95338, 95340, 95348, 95370, 95390-95391, 95397, 95421, 95426, 96248, 96371, 96373, 96375, 96378-96383, 96406, 96412, 96414, 96424, 96432, 96434, 96465, 96494, 96497, 96546, 96564, 96577, 96608, 96645, 96735, 96749, 96785, 96905, 96914, 96918, 96934, 96950, 96969, 98001, 98003, 98006-98008, 98011-98013, 98022, 98024, 98026-98028, 98030, 98034-98036, 98040-98041, 98043-98044, 98047-98049, 98054, 98056, 98058, 98061-98062, 98064-98065, 98068-98069, 98071-98072, 98075-98077, 98079-98080, 98086-98088, 98092, 98094-98095, 98097-98100, 98102-98106
9	T929	34,000 GAL.	UTLX 82589-82590, 82592-82598
2	T954	17,500 GAL.	UTLX 92006, 920017

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT  
DESCRIPTION OF EQUIPMENT TRUST  
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CERTIFICATE TRUST SERIES: P002

<u>QUANTITY</u>	<u>A.A.R. MECHANICAL DESCRIPTION CODE</u>	<u>CAPACITY IN (GAL./CUFT.)</u>	<u>ROAD NUMBERS</u>
67	BULK	70-TON	BCIT 818520, 818548, 818551, 818560, 818562, 818580, 818592-818593, 818596, 818599, 818611, 818617, 818625, 818628-818629, 818646, 818656- 818657, 818677-818679, 818682, 818695, 818699, 818707 FFIX 173020-173022, 173024-173046, 173048- 173049 UNPX 173180-173193
63	COVE	3,000 CUFT.	UNPX 121700-121727, 121729-121756, 121758- 121764
77	COVE	5,820 CUFT.	UNPX 122013-122022, 122058-122077, 122084- 122089, 122091-122103, 122105-122192, 122195- 122199, 122078-122079, 122081-122083
10	TPI	17,300 GAL.	UTLX 28932-28940, 28942
5	TM	20,000 GAL.	UTLX 40641-40645
12	TMI	6,500 CUFT.	UTLX 70128-70130, 70133-70134, 70136, 70139- 70140, 70142-70143, 70145-70146
30	TMI	15,500 GAL.	UTLX 70155-70156, 70158-70168, 70171-70174, 73980, 73985-73996
10	PRESS. FLOW	3,300 CUFT.	UTLX 80412-80421
22	TPI	25,000 GAL.	UTLX 89007, 89017, 89019, 89030-89031, 89047, 89050, 89059, 89063, 89065, 89071, 89073-89074, 89077, 89090, 89130, 89138, 89140, 89143, 89145, 89150, 89152
89	TPI	34,000 GAL.	UTLX 81500-81507, 81510, 81807-81831, 81833- 81837, 88851, 89027, 89033, 89035, 89038, 89046, 89049, 89053-89055, 89060-89062, 89064, 89066, 89068-89069, 89072, 89078, 89082-89085, 89087- 89088, 89091-89092, 89094-89097, 89099, 89102- 89103, 89108, 89110-89112, 89114-89115, 89117- 89119, 89121, 89126-89128, 89132, 89135-89136
<u>2,128</u>	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 Termination of Trust Agreement dated as of December 15, 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 9th day of March, 1999.

  
Notary Public

4066A

