

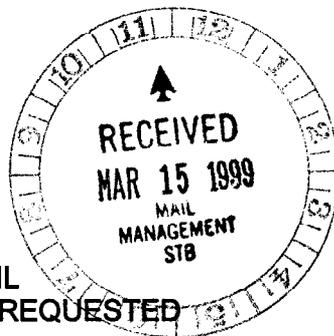


Union Tank Car Company

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

RECORDATION NO. 9911-DD FILED

BILL OF SALE

MAR 15 '99

9-15AM

THE FIRST NATIONAL BANK OF CHICAGO, as Trustee under Equipment Trust Agreement dated December 15, 1978 (Series P-2), 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 December 15, 1978, between Trustee and Union Tank Car Company ("Company"), and pursuant to Section 5.05 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 December 15, 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 (now the Surface Transportation Board), 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 December 15, 1998.

THE FIRST NATIONAL BANK OF CHICAGO

By:
Title:



JANICE OTT ROTUNNO
VICE PRESIDENT AND
ASSISTANT SECRETARY

Attest:



Its:

DIANE SWANSON
ASSISTANT VICE PRESIDENT

UTC3771

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
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>
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
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>
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
SCHEDULE A

CERTIFICATE TRUST SERIES: P002

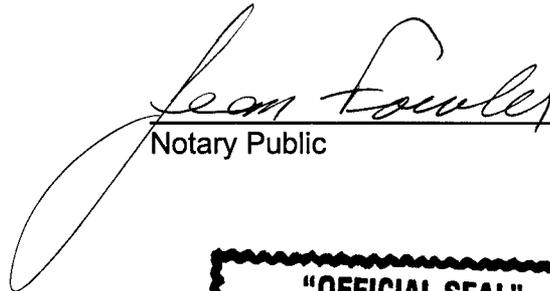
<u>QUANTITY</u>	A.A.R. MECHANICAL DESCRIPTION <u>CODE</u>	CAPACITY IN <u>(GAL./CUFT.)</u>	<u>ROAD NUMBERS</u>
67	BULK	70-TON	BCIT 818520, 818548, 818551, 818560, 818562, 818580, 818592-818593, 818596, 818599, 818611, 818617, 818625, 818628-818629, 818646, 818656- 818657, 818677-818679, 818682, 818695, 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 Bill of Sale 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

