Union Tank Car Company

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

RECORDATION NO 7464 FILED 1425

JAN 22 1990 -3 30 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO 7464 FILED 1425

JAN 22 1990 -3 30 PM

INTERSTATE COMMERCE COMMISSION

January 16, 1990

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

0-052A092

Secretary
Interstate Commerce Commission
12th St. & Constitution Ave., N.W., Room 2215
Washington, DC 20423

Re: Equipment Trust Agreement (Series P-1)
Filed April 5, 1974
Recordation No. 7464

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Termination of Trust Agreement, dated December 6, 1989, between Union Tank Car Company and The First National Bank of Chicago, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of $30 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) 845-5336.

Thank you.

Sincerely,

Patrick J. Allen
Senior Attorney

PJA/jf
4066e
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

1/24/90

OFFICE OF THE SECRETARY

Patrick J. Allen
Senior Attorney
Union Tank Car Company
225 West Washington,Street
Chicago,Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/22/90 at 3:30pm and assigned recordation number(s). 7464-H & 7464-I

Sincerely yours,

Noreta R. McGee

Noreta R. McGee
Secretary

Enclosure(s)

RECORDATION NO 7464-A FILED 1425

JAN 22 1990 -3 30 PM

INTERSTATE COMMERCE COMMISSION

STATE OF ILLINOIS)
)
COUNTY OF COOK)

CERTIFICATE

The undersigned, Carol D'Ascenzo, 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 December 6, 1989, 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 15th day of January, 1990.

Carol D'Ascenzo
Notary Public

4066e

"OFFICIAL SEAL"
CAROL D'ASCENZO
Notary Public, State of Illinois
My Commission Expires Dec. 1, 1992

RECORDATION NO. 7464-A FILED 1425

JAN 22 1990 -3 30 PM

INTERSTATE COMMERCE COMMISSION

TERMINATION OF TRUST AGREEMENT

This Termination of Trust Agreement is entered into December 6, 1989, 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 April 1, 1974 providing, among other things, for the issuance of Company's Equipment Certificates (Series P-1) in the aggregate principle amount of $6,187,500 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 Equipment, 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 instrument 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 October 15, 1989, 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 October 15, 1989.

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.

UNION TANK CAR COMPANY

By: _____
R. C. Gluth
Executive Vice President

Attest:

_____
Robert W. Webb
Secretary

THE FIRST NATIONAL BANK OF CHICAGO

By: _____
Title: Trust Officer

Attest:

_____

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On December 6, 1989, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, 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.

Deborah Jannush
Notary Public

My Commission Expires:

"OFFICIAL SEAL"
DEBORAH JANNUSH
Notary Public, State of Illinois
My Commission Expires Oct. 10, 1993

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On ~~December~~ January 9, ~~1989~~ 1990, before me personally came Janice Ott Rodenna, to me known, who, being by me duly sworn, did depose and say that he is Trust Officer of The First National Bank of Chicago, 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.

" OFFICIAL SEAL "
JAMIE ARLOW
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 9/29/92

Notary Public

My Commission Expires:

CERTIFICATE TRUST SERIES: R005

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
10	C214	5,701	UTCX57577-UTCX57580,UTCX57627-UTCX57632
2	C214	5,800	UTCX47383-UTCX47384
177	FMS	0	CN 750050-CN 750051,CN 750053,CN 750055-CN 750057,CNA 750109,CNA 750112,CNA 750120,CNA 750122,CNA 750128,DTS 6070-DTS 6074,GTW 303600-GTW 303608,GTW 303610-GTW 303611,GTW 303613-GTW 303626,GTW 303628-GTW 303639,GTW 303641,GTW 303643-GTW 303647,GTW 303650-GTW 303708,GTW 303710-GTW 303736,GTW 303738-GTW 303749,GTW 303751-GTW 303752,GTW 303754-GTW 303768,GTW 303770-GTW 303772
55	LOC	3,000	CPAA381728-CPAA381777,80255-80259
11	LOC	3,800	CPAA381840-CPAA381842,80378-80384,80386
1	TA	12,000	TCDX11093
3	TA	13,000	TCDX13249-TCDX13251
9	TA	13,500	12678-12686
1	TA	13,700	13047
2	TM	8,000	72278,72283
1	TM	14,000	24609
16	TM	14,500	13500-13501,13866,13879,13895,13939,13944,13952-13953,13955,13984-13985,13988-13989,13991,13994
5	TM	16,000	25251-25255
1	TM	16,600	72004
1	TM	17,600	71800
152	TM	20,000	101-102,104,106-116,118-124,129,131-132,135-139,141-142,144-149,153-154,174-179,500-504,506-507,509-526,529-531,533-536,810-815,25605-25607,47990-47999,48726-48730,48732-48737,48739-48740,48914-48915,48917,48919-48921,48970,48973-48978,48982,48985-48986,48988-48990,48992-48993,48995,

CERTIFICATE TRUST SERIES: R005

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
			48997,49615-49616,49674,49680,49689-49694, 58371-58372,58590,59637,59673-59675,59677-59678,59680
23	TM	20,408	59639-59640,59642-59662
20	TM	20,500	48696-48715
2	TM	20,600	RTCX26902,RTCX26905
2	TM	21,000	RTCX26906-RTCX26907
46	TM	22,500	77535,77538-77539,77541-77543,77546,77548-77549,77551,77554,77557,77559-77561,77563, 77568,77570,77573,77575-77576,77579,77581, 77583-77586,77588-77598,77601-77604,77606-77607,77609-77610
10	TM	22,649	48716-48725
5	TM	23,000	58284-58288
8	TM	23,500	RTCX237101-RTCX237108
5	TM	26,531	59613-59617
31	TM	29,000	48741-48745,48747-48751,48754-48766,48768-48770,48772-48776
39	TMI	8,000	76934-76936,76939,76943-76946,76952-76955, 76958,76960-76962,76964,76969-76971,77001, 77003-77004,77006-77007,77009-77013,77016, 77018-77019,77021,77026,77029-77031,77034
24	TMI	10,000	78354-78357,78359-78360,78362-78364,78366, 78369-78370,78372-78379,79599,85922,85925, 85993
2	TMI	12,200	42201,42206
61	TMI	13,300	77104,77107-77108,77110,77114-77115,77121, 77128-77129,77133,77135-77140,77149,77151-77152,77156,78101-78103,78106-78107,78110, 78115,78117,78127,78130-78133,78135-78136, 78138,78144,78146,78149-78153,78155,78162-78163,78165,78169,78171-78172,78182-78187, 78189-78190,78192,78194,79789
52	TMI	13,400	77923-77926,77929-77932,77937-77938,77940-

CERTIFICATE TRUST SERIES: R005

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
			77942,77948,77951,77967,77974,77976,77986, 77988-77989,78020,78026-78027,78032,78035, 78040,78065-78067,78069-78070,78073,78076, 78079,78084,78089-78090,89970,89972-89974, 89976-89979,90015,90023-90024,90026,90036, 90054
20	TMI	13,600	77164-77165,77172,77175-77177,77183-77186, 77188-77189,77199,77203,77205,77210,77213, 77217,77220,77225
13	TMI	16,000	78695-78698,78701,78703,78706-78708,78814, 78816,78818-78819
1	TMI	16,300	82423
10	TMI	17,041	77612-77621
5	TMI	17,500	77264-77268
72	TMI	20,000	42475-42477,42479,65501,77540,77700,77702, 77704,77707-77708,77711-77713,77717-77719, 77723,77725,77732,77734,77736,77738-77739, 77741-77742,77744-77745,77747-77750,77753, 77755,78196,78199-78204,78206,78208,78211, 78215-78218,78220-78222,78225-78227,78229, 78232-78236,78239-78243,78245,78247-78249, 78252-78253,84996
10	TMI	20,400	77387-77392,77396-77399
111	TMI	22,500	25637-25655,25657-25661,77333,77335,77338- 77339,77341-77342,77345-77346,77348,77350- 77352,77354-77355,77357-77358,77361-77362, 77364-77367,77369-77370,77373-77377,77380- 77386,77401-77405,77407-77410,77412-77419, 77421,77423,77425,77427-77432,77434,77436- 77444,77447-77449,77452,77454,77456-77457, 77459,77461-77462,77465-77466,77533,78419, 78424
34	TMI	22,649	78094-78100,78414-78418,78420,78422,78426- 78427,78429,78431,78465,78616,78661-78672, 78815,79925
1	TMI	23,500	76213
1	TP	20,000	27578

CERTIFICATE TRUST SERIES: R005

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
7	TP	26,200	29066-29072
30	TP	33,500	81355-81357,81359-81360,81362-81372,89624,89652,89667,89669,89697,89701,89711-89713,89723,89753,89759,89767,89773
503	TP	33,800	80957,80970-80972,80974-80976,81027,81120,81132-81133,81135,81138-81139,81165-81173,81175-81179,81181-81202,81204-81225,81227-81234,81373-81374,81394,81396-81399,81402,81410-81422,81424-81428,81431,81433-81462,81464-81466,81468-81480,81482-81488,81498-81499,81759,81861-81862,81866,81992,88753,88755,89034,89037,89048,89302,89349,89581,89585,89598,89668,89802,89804,89813,89817,89821,89828-89829,89837,89847,89855,89857,89859,89864,89870,89881,89883,89893,89897,89936-89942,89961-89969,90067-90068,90080,90092,90096,90098,90118,90125,90141,90180,90186,90190,90197,90223,90623,90645,90649,90670,90687,90697,90782,90788,90852,90886,90944,90973,90997-90998,91113,91118,91348,91386,91622,91685,91920,92007,92121,92127,92220,92238,92299,92367,92479,92509,92585,92589,92737,92780,92980,93039,93170,93211,93250-93251,93338,93355,93417,93424,93430,93504,93518,93560,93616,93697,93709,93715,93743,93840,93843,93868,93873,93905,93937,93965,93992,94003,94024,94082,94113,94120,94157,94178,94195,94230,94267,94270,94379,94403,94472,94522,94537,94593,94603,94622,94659,94712,94782,94857,94860,94872,94957,94971-94972,95022,95091,95137,95164,95242,95295,95449,95454,95473,95514,95524,95532,95542,95549,95570,95595,95603,95642,95644,95701,95721-95722,95728,95856,95880,95903,95909,95952,95977,96006-96011,96013,96021,96079,96107,96132,96149,96174,96189,96204-96205,96250,96298,96301,96310,96312,96374,96377,96392,96407,96411,96420,96451,96471,96479,96501,96636,96691,96862,96920,96945,96947,96984,97063,97098,97159,97215,97228-97229,97279,97292,97382,97405,97458,97521,97529,97554,97562-97563,97579,97588,97605,97607,97621,97624,97672,97736,97756,97829,97853,97859,97877,97889,97925,97937-97938,97979,98000,98002,98009-98010,98014-98016,

RTIFICATE TRUST SERIES: R005

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
			98020-98021,98025,98033,98050-98052,98059, 98063,98074,98081,98110,98116-98118,98120, 98122-98124,98187,98255,98304,98314,98326, 98381,98384,98441,98454,98497,98512,98522, 98570,98589,98595,98611,98619,98622,98659, 98678,98681,98694,98733,98740,98804,98817, 99093,99127,99129,99133,99135-99138,99347, 99435,99437,99451,99454,99457,99470,99474, 99479-99481,99483-99484,99508,99519,99539, 99566,99578,99688,99704,99712,99730,99737, 99797,99803,99853,99862
2	TPA	18,700	84113-84114
18	TPI	16,500	89943-89960
15	TPI	17,300	81062-81063,81068-81070,81072-81074,81076, 81080,81086,81090-81091,81100-81101
10	TPI	20,000	25705-25714
3	TR	20,000	RTCX926801-RTCX926803
1	T107	26,000	201052
1,644	TOTAL		