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0100393004



THE MARMON GROUP, INC.

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

CERTIFIED MAIL -
RETURN RECEIPT REQUESTED

RECORDATION NO. 7656-K + L FILED 1426

October 3, 1994

OCT 6 1994 - 4 00 PM

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

INTERSTATE COMMERCE COMMISSION

Attn: Ms. Mildred R. Lee
Room 2303

Re: Equipment Trust Agreement (Series C-1)
Recordation No. 7656
Termination of Trust Agreement

Dear Ms. Lee:

Enclosed are one original and two certified copies of the Termination of Trust Agreement dated as of September 15, 1994, between Union Tank Car Company and The First National Bank of Chicago, as Trustee. Also enclosed are one original and two certified copies of a Release of Mortgage 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 \$36 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
Jean Fowler
Legal Assistant

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encls.

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RECEIVED
OFFICE OF THE
SECRETARY
OCT 6 3 55 PM '94
LICENSING BRANCH

Interstate Commerce Commission
Washington, D.C. 20423

10/6/94

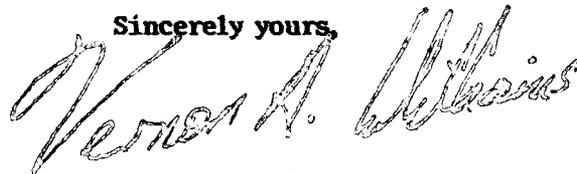
OFFICE OF THE SECRETARY

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

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 10/6/94 at 4:00PM, and assigned recordation number(s) 7656-K and 7656-L.

Sincerely yours,

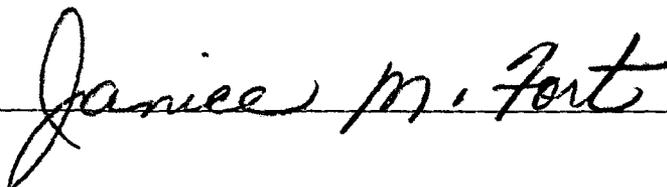


Vernon A. Williams
Acting Secretary

Enclosure(s)

\$ 36.00 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



7656-K

TERMINATION OF TRUST AGREEMENT

This Termination of Trust Agreement is entered into as of September 15, 1994, 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 a Deed of Trust and Mortgage ("Trust Agreement") dated as of September 15, 1974, providing, among other things, for the issuance of Company's Equipment Notes (Series C-1) in the aggregate principal amount of \$23,850,000 and for the mortgage of certain equipment ("Trust Equipment") by Company to Trustee.

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 Deed of Trust and Mortgage has terminated.

C. Pursuant to Section 5.06 of the Trust Agreement, upon the termination of the mortgage of the Trust Equipment under the Trust Agreement and upon the making by Company of the payments referred to in Recital B above, title of the Company to all the Trust Equipment shall be free of the charge of the Deed of Trust and Mortgage and Trustee is to execute such instruments as Company may reasonably request in order to make clear upon public records that the Company's title to the Trust Equipment is free of the charge thereof.

D. The parties wish to execute both this document and a Release of Mortgage 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 free of the charge of the mortgage.

Agreement

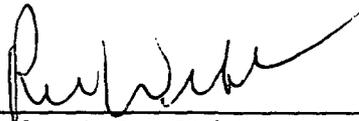
The Company and Trustee hereby agree, pursuant to Sections 4.01 and 5.06 of the Trust Agreement, that (i) the mortgage provided for in the Trust Agreement was terminated effective as of September 15, 1994, and (ii) title to all Trust Equipment remaining subject to the Trust Agreement, including all that equipment listed on Schedule A attached hereto, is free of the charge of the mortgage effective as of September 15, 1994.

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

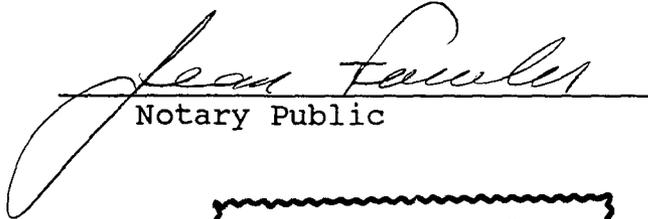
By: 
Title: Assistant Vice President

Attest:

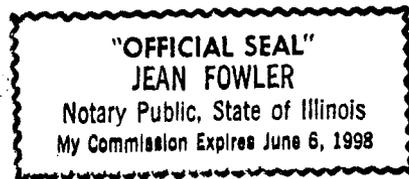

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STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

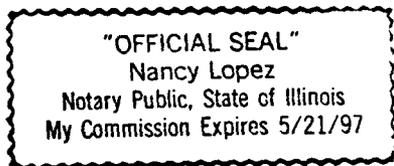
On September 19, 1994, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; 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.


Notary Public

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)



On September 21, 1994, before me personally came JANICE OTT ROTUNNO, to me known, who, being by me duly sworn, did depose and say that he/she is Assistant Vice President of The First National Bank of Chicago, 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.




Notary Public

CERTIFICATE TRUST SERIES: P100

QUANTITY	A. A. R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
8	BULK	70	BCIT818540,BCIT818546,BCIT818556,BCIT818563, BCIT818648,BCIT818655,BCIT818661,BCIT818687
159	BULK	100	FFIX173000-FFIX173019,UNPX173021-UNPX173025, UNPX173027-UNPX173037,UNPX173039-UNPX173045, UNPX173047-UNPX173055,UNPX173057-UNPX173059, UNPX173061-UNPX173062,UNPX173068-UNPX173071, UNPX173073-UNPX173076,UNPX173078-UNPX173080, UNPX173084-UNPX173094,UNPX173096-UNPX173098, UNPX173100-UNPX173104,UNPX173106-UNPX173118, UNPX173120-UNPX173176,UNPX173178-UNPX173179
5	COVE	2,900	UNPX120504-UNPX120506,UNPX120512,UNPX120519
142	COVE	4,700	UNPX44810-UNPX44811,UNPX44814-UNPX44816, UNPX44818-UNPX44823,UNPX44825-UNPX44827, UNPX44835-UNPX44857,UNPX44859-UNPX44864, UNPX44866-UNPX44884,UNPX121000-UNPX121009, UNPX121011,UNPX121013-UNPX121014,UNPX121016- UNPX121018,UNPX121021-UNPX121023,UNPX121025, UNPX121027,UNPX121029-UNPX121031,UNPX121104, UNPX121108,UNPX121111-UNPX121112,UNPX121116- UNPX121117,UNPX121119-UNPX121120,UNPX121122- UNPX121124,UNPX121126,UNPX121137-UNPX121138, UNPX121142-UNPX121144,UNPX121146,UNPX121152- UNPX121158,UNPX121166,UNPX121169,UNPX121172- UNPX121174,UNPX121176,UNPX121182-UNPX121184, UNPX121188-UNPX121189,UNPX121196,UNPX121199, UNPX121201,UNPX121203-UNPX121204,UNPX121207- UNPX121209,UNPX121211,UNPX121213,UNPX121216, UNPX121218,UNPX121221-UNPX121224,UNPX121227, UNPX121229,UNPX121232,UNPX121234
23	C214	5,701	UTCX57585-UTCX57588,UTCX57601-UTCX57617, UTCX57619-UTCX57620
127	GONT	100	UNPX100328,UNPX100330,UNPX100333-UNPX100334, UNPX100338,UNPX100341-UNPX100342,UNPX100344- UNPX100346,UNPX100348,UNPX100350,UNPX100354, UNPX100357-UNPX100359,UNPX100361-UNPX100362, UNPX100368,UNPX100377-UNPX100378,UNPX100395- UNPX100396,UNPX100400,UNPX100402-UNPX100403, UNPX100405,UNPX100408-UNPX100409,UNPX100413, UNPX100419,UNPX100421,UNPX100425,UNPX100428- UNPX100430,UNPX100434-UNPX100435,UNPX100437, UNPX100501-UNPX100502,UNPX100504-UNPX100505, UNPX100507,UNPX100509-UNPX100511,UNPX100513-

CERTIFICATE TRUST SERIES: P100

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
			UNPX100515, UNPX100517, UNPX100520, UNPX100522- UNPX100524, UNPX100531-UNPX100532, UNPX100536- UNPX100539, UNPX100541-UNPX100545, UNPX100547, UNPX100550-UNPX100551, UNPX100553-UNPX100554, UNPX100557-UNPX100560, UNPX100562-UNPX100564, UNPX100568-UNPX100569, UNPX100571, UNPX100600- UNPX100601, UNPX100603-UNPX100607, UNPX100609- UNPX100611, UNPX100613, UNPX100617-UNPX100618, UNPX100620, UNPX100622-UNPX100623, UNPX100626- UNPX100636, UNPX100640-UNPX100642, UNPX100644- UNPX100647, UNPX100649-UNPX100655, UNPX100657- UNPX100658, UNPX100660, UNPX100662-UNPX100663
7	TA	12,000	TCDX11099-TCDX11105
12	TA	13,000	TCDX13270-TCDX13274, UTLX11130, UTLX11135, UTLX11144, UTLX11148, UTLX11150-UTLX11152
2	TA	21,000	UTLX85872, UTLX85874
6	TL	20,000	UTLX11079-UTLX11084
19	TM	13,800	UTLX14240-UTLX14254, UTLX14256-UTLX14259
195	TM	20,000	UTLX46049-UTLX46063, UTLX46065-UTLX46073, UTLX46079, UTLX46081, UTLX46084, UTLX46086, UTLX46093-UTLX46096, UTLX46108, UTLX46112- UTLX46114, UTLX46117, UTLX46120, UTLX46124, UTLX46126, UTLX46135, UTLX46141, UTLX46148, UTLX46158, UTLX46163, UTLX46165, UTLX46167, UTLX46184-UTLX46197, UTLX46199-UTLX46221, UTLX46261, UTLX46309-UTLX46346, UTLX46348- UTLX46351, UTLX46353-UTLX46369, UTLX46430- UTLX46433, UTLX46435-UTLX46437, UTLX46439- UTLX46442, UTLX46444-UTLX46449, UTLX46467- UTLX46471, UTLX47983-UTLX47989, UTLX58062- UTLX58068, UTLX73284-UTLX73291, UTLX73294- UTLX73299, UTLX73692
21	TM	22,800	UTLX73727-UTLX73747
4	TM	23,500	UTLX68847-UTLX68849, UTLX68851
1	TM	24,000	UTLX4411
48	TM	29,200	UTLX40762-UTLX40768, UTLX40770-UTLX40786, UTLX40788, UTLX46475, UTLX46477-UTLX46486, UTLX46488-UTLX46499

CERTIFICATE TRUST SERIES: P100

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
3	TMI	6,500	UTLX70132,UTLX70138,UTLX70141
2	TMI	12,200	UTLX42450-UTLX42451
1	TMI	15,500	UTLX79819
24	TMI	20,000	UTLX73266-UTLX73276,UTLX73278-UTLX73283, UTLX73693-UTLX73696,UTLX73782-UTLX73784
3	TMI	21,400	UTLX28885,UTLX28888-UTLX28889
101	TMI	22,800	UTLX73500,UTLX73698-UTLX73726,UTLX73748, UTLX73751-UTLX73757,UTLX77686,UTLX77716, UTLX77727-UTLX77728,UTLX77735,UTLX77737, UTLX77752,UTLX77754,UTLX77758,UTLX77764, UTLX77769-UTLX77770,UTLX77774,UTLX77780, UTLX77786,UTLX77803-UTLX77804,UTLX77824, UTLX77832,UTLX77841,UTLX77852,UTLX77861, UTLX77868,UTLX77882,UTLX77885,UTLX77887- UTLX77888,UTLX77914,UTLX77921-UTLX77922, UTLX77927-UTLX77928,UTLX77933,UTLX77935- UTLX77936,UTLX77939,UTLX77943,UTLX77945, UTLX77950,UTLX77952-UTLX77954,UTLX77956- UTLX77957,UTLX77959,UTLX77963,UTLX77968- UTLX77970,UTLX77972-UTLX77973,UTLX77975, UTLX77977,UTLX77980-UTLX77983,UTLX77990- UTLX77991,UTLX77994-UTLX77995,UTLX77997- UTLX77998
51	TMI	23,500	UTLX73411,UTLX73417-UTLX73465,UTLX73467
2	TMI	24,500	UTLX28964-UTLX28965
3	TP	17,300	UTLX27643,UTLX28777,UTLX28780
164	TP	33,800	UTLX29463-UTLX29464,UTLX29466,UTLX29468- UTLX29473,UTLX29475-UTLX29478,UTLX29480- UTLX29496,UTLX29499,UTLX29508-UTLX29510, UTLX29514,UTLX29518,UTLX29520-UTLX29521, UTLX29523-UTLX29534,UTLX29536-UTLX29539, UTLX29541-UTLX29543,UTLX29545-UTLX29547, UTLX29549,UTLX29553-UTLX29558,UTLX29561, UTLX29563-UTLX29564,UTLX29566-UTLX29567, UTLX29569-UTLX29574,UTLX29576,UTLX29578- UTLX29579,UTLX29584-UTLX29588,UTLX29591, UTLX29594,UTLX29596-UTLX29597,UTLX29599, UTLX29602-UTLX29607,UTLX29609-UTLX29610,

PROGRAM ACTB1021

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

RUN DATE: 09/16/94
PAGE NO : 4

CERTIFICATE TRUST SERIES: P100

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
			----- UTLX29613-UTLX29615,UTLX29618-UTLX29619, UTLX29621-UTLX29629,UTLX29631,UTLX29634- UTLX29637,UTLX29640-UTLX29655,UTLX29658, UTLX29660-UTLX29668,UTLX29670-UTLX29676, UTLX29678,UTLX29681-UTLX29685,UTLX29687, UTLX29691-UTLX29696
2	TPI	33,800	UTLX98557,UTLX98643
1	T104	14,000	UTLX300000

1,136	TOTAL		