



THE MARMON GROUP, INC.

225 West Washington Street, Chicago, Illinois 60606-3418, Tel. (312) 872-9500, Fax (312) 845-5305

May 23, 1997

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

Attn: Ms. Janice M. Fort
Room 2311

Re: Equipment Trust Agreement (Series H-1)
Recordation No. 13329 and 13576
Termination of Trust Agreement

RECORDATION NO. 13329-E FILED

JUN 2 '97 9-23 AM

RECORDATION NO. 13576-D, E FILED

JUN 2 '97 9-23 AM

RECEIVED
SURFACE TRANSPORTATION
BOARD
JUN 2 9 23 AM '97

Dear Ms. Fort:

Enclosed are one original and three certified copies of each of the following documents:

1. Termination of Trust Agreement dated as of March 3, 1997, between HGA Corporation and American National Bank and Trust Company, as Trustee. Please file this document as a supplement to the filing in recordation no. 13576.
2. Bill of Sale from the Trustee to HGA Corporation. Please file this document as a supplement to the filing in recordation no. 13576.
3. Termination of Assignment of Lease and Agreement. Please file this document as a supplement to the filing in recordation no. 13329.

Enclosed is our check in the amount of \$72 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.

Surface Transportation Board
Washington, D.C., 20423-0001 6/2/97

Jean Fowler
Legal Assistant
THE Marmon Group, Inc.
2225 West Washington Street
Chicago, Illinois 60606-3418

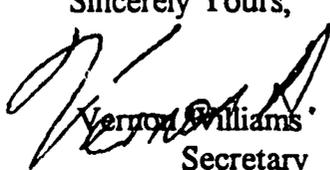
Dear: Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3 (c), on 6/2/97 at, 9:23A M and

assigned recordation number(s). 13329-E, 13576-D and 13576-E.

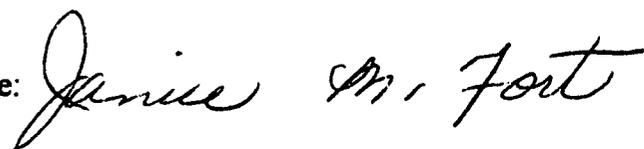
Sincerely Yours,


Vernon Williams
Secretary

Enclosed (s)

\$ 72.00 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 had an opportunity to examine your document.

Signature:



JUN 2 '97 9-23 AM

TERMINATION OF
ASSIGNMENT OF LEASE AND AGREEMENT

This Termination of Assignment of Lease and Agreement is entered into as of March 3, 1997, by and between HGA CORPORATION, a Delaware corporation, as Owner, and AMERICAN NATIONAL BANK AND TRUST COMPANY, as Trustee.

Recitals

A. Owner and Trustee entered into an Equipment Trust Agreement dated as of February 15, 1982 (the "Trust Agreement").

B. Owner and Union Tank Car Company (the "Lessee") entered into an Amended and Restated Lease Agreement dated February 15, 1982, providing for the leasing by the Owner to the Lessee of certain units of railroad equipment (the "Lease").

C. Owner and Trustee entered into an Assignment of Lease and Agreement dated as of February 15, 1982 (the "Assignment"), providing, among other things, for the assignment for security purposes of Owner's rights in, to and under the Lease, to Trustee.

D. Pursuant to Paragraph 5 of the Assignment, upon the full discharge and satisfaction of all the Owner's obligations under the Trust Agreement, the Assignment and all rights therein assigned to the Trustee shall terminate and all rights of the Trustee in and to the Lease shall revert to the Owner, and Trustee is to execute such documents as Owner may reasonably request in order to make clear upon public records, such termination.

E. The parties wish to execute this instrument in order to document the termination of the Assignment.

Agreement

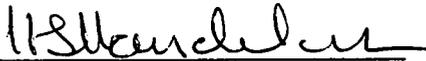
The Owner and Trustee hereby agree, pursuant to Paragraph 5 of the Assignment, that all rights of the Trustee under the Assignment have terminated effective as of March 3, 1997.

Owner and Trustee have caused this Termination of Assignment of Lease and Agreement to be duly executed by their respective officers as of the date first shown above.

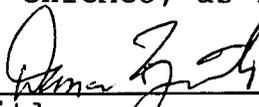
HGA CORPORATION

By: 
Kenneth R. Posner
Vice President

Attest:


Secretary

AMERICAN NATIONAL BANK AND TRUST COMPANY
OF CHICAGO, as Trustee

By: 
Title: Vice President

Attest:



UTC3771H