19092-G

DEC 14 1994 10 09 AM

LEASE SUPPLEMENT NO. 1C
(UTC Trust No. 1994-A) (L-11N)

This Lease Supplement No. 1C dated December 15, 1994 between STATE STREET BANK AND TRUST COMPANY, a Massachusetts trust company, not in its individual capacity but solely as Owner Trustee under the Trust Agreement (*"Lessor"*), and UNION TANK CAR COMPANY, a Delaware corporation (*"Lessee"*);

WITNESSETH:

Lessor and Lessee have heretofore entered into that certain Equipment Lease Agreement (UTC Trust No. 1994-A) (L-11N) dated December 15, 1994 (the *"Lease"*). The terms used herein are used with the meanings specified in the Lease.

The Lease provides for the execution and delivery of one or more Lease Supplements substantially in the form hereof for, among other things, the purpose of particularly describing all or a portion of the Units of Equipment to be leased to Lessee under the Lease.

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, Lessor and Lessee hereby agree as follows:

1. Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease as herein supplemented, the Units described in Schedule 1 hereto.

2. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein.

3. To the extent that this Lease Supplement constitutes chattel paper (as such term is defined in the Uniform Commercial Code) no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart hereof other than the counterpart bearing the receipt therefor executed by the Indenture Trustee on the signature page hereof, which counterpart shall constitute the only "original" hereof for purposes of the Uniform Commercial Code.

4. This Lease Supplement shall be governed by and construed in accordance with the internal laws and decisions of the State of New York; *provided, however,* that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or regulation.

5. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

State Street Bank and Trust Company,
not in its individual capacity but solely as Owner Trustee

By: _____
Name: Gerald R. Wheeler
Title: Vice President

Union Tank Car Company

By: _____
Name:
Title:

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State of MASS)
) SS
County of Suffolk

On this 12 day of December, 1994, before me personally appeared Gerald R. Wheeler, to me personally known, who being by me duly sworn, say that he is Vice President of State Street Bank and Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Valerie Piacentini
Notary Public

[Notarial Seal]

My commission expires: VALERIE PIACENTINI NOTARY PUBLIC MY COMMISSION EXPIRES

State of Illinois)
) SS
County of Cook)

On this ____ day of December, 1994, before me personally appeared _____ _____, to me personally known, who being by me duly sworn, say that he is _____ of Union Tank Car Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

_____
Notary Public

[Notarial Seal]

My commission expires:

C:\8468 7267NN0021\0001.NW1

IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

State Street Bank and Trust Company,
not in its individual capacity but solely as Owner Trustee

By:_____
Name:
Title:

Union Tank Car Company

By: Mark J. Garrette
Name: Mark J. Garrette
Title: Vice President

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State of)
) SS
County of)

On this ____ day of December, 1994, before me personally appeared _____, to me personally known, who being by me duly sworn, say that he is _____ of State Street Bank and Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

_____
Notary Public

[Notarial Seal]

My commission expires:

State of Illinois)
) SS
County of Cook)

On this 9TH day of December, 1994, before me personally appeared Mark J. Garrette, to me personally known, who being by me duly sworn, say that he is Vice President of Union Tank Car Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

"OFFICIAL SEAL"
Sandra R. Toman
Notary Public, State of Illinois
No. 222157
My Commission Expires 4-18-96

Sandra R. Toman
Notary Public

[Notarial Seal]

My commission expires:

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19092-G

L11N
GROUP C
Description of Equipment

Schedule 1

Road Mark	Car Number	Built Date	AAR Code	DOT Class
UNPX	128000	11/94	C712	LO ALUM.
UNPX	128001	11/94	C712	LO ALUM.
UNPX	128002	11/94	C712	LO ALUM.
UNPX	128003	12/94	C712	LO ALUM.
UNPX	128004	11/94	C712	LO ALUM.
UNPX	128005	12/94	C712	LO ALUM.
UNPX	128006	12/94	C712	LO ALUM.
UNPX	128008	12/94	C712	LO ALUM.
UTCX	48442	04/94	C214	LO
UTCX	48443	04/94	C214	LO
UTCX	48444	04/94	C214	LO
UTCX	48445	04/94	C214	LO
UTCX	48446	04/94	C214	LO
UTCX	48447	04/94	C214	LO
UTCX	48448	04/94	C214	LO
UTCX	48449	04/94	C214	LO
UTCX	48450	04/94	C214	LO
UTCX	48451	04/94	C214	LO
UTCX	48452	04/94	C214	LO
UTCX	48453	04/94	C214	LO
UTCX	48454	04/94	C214	LO
UTCX	48455	04/94	C214	LO
UTCX	48456	04/94	C214	LO
UTCX	48457	04/94	C214	LO
UTCX	48458	04/94	C214	LO
UTCX	48459	04/94	C214	LO
UTCX	48460	04/94	C214	LO
UTCX	48461	04/94	C214	LO
UTCX	48462	04/94	C214	LO
UTCX	48463	04/94	C214	LO
UTCX	48464	04/94	C214	LO
UTCX	48465	04/94	C214	LO
UTCX	48466	04/94	C214	LO
UTCX	48467	04/94	C214	LO
UTCX	48468	04/94	C214	LO

L11N Schedule 1

GROUP C

Description of Equipment

Road Mark	Car Number	Built Date	AAR Code	DOT Class
UTCX	48469	04/94	C214	LO
UTCX	48470	04/94	C214	LO
UTCX	48471	04/94	C214	LO
UTCX	48472	04/94	C214	LO
UTCX	48473	04/94	C214	LO
UTCX	48474	04/94	C214	LO
UTCX	48475	04/94	C214	LO
UTCX	48476	04/94	C214	LO
UTCX	48477	04/94	C214	LO
UTCX	48478	04/94	C214	LO
UTCX	48479	04/94	C214	LO
UTCX	48480	04/94	C214	LO
UTCX	48481	04/94	C214	LO
UTCX	48482	04/94	C214	LO
UTCX	48483	04/94	C214	LO
UTCX	48484	04/94	C214	LO
UTCX	48485	04/94	C214	LO
UTCX	48486	04/94	C214	LO
UTCX	48487	04/94	C214	LO
UTCX	48488	04/94	C214	LO
UTCX	48489	04/94	C214	LO
UTCX	48490	04/94	C214	LO
UTCX	48491	04/94	C214	LO
UTCX	48492	04/94	C214	LO
UTCX	48493	04/94	C214	LO
UTCX	48494	04/94	C214	LO
UTCX	48495	05/94	C214	LO
UTCX	48496	05/94	C214	LO
UTCX	48497	04/94	C214	LO
UTCX	48498	04/94	C214	LO
UTCX	48499	04/94	C214	LO
UTCX	48500	05/94	C214	LO
UTCX	48501	05/94	C214	LO
UTCX	48502	05/94	C214	LO
UTCX	48503	04/94	C214	LO

L11N Schedule 1

GROUP C

Description of Equipment

Road Mark	Car Number	Built Date	AAR Code	DOT Class
UTCX	48504	05/94	C214	LO
UTCX	48505	05/94	C214	LO
UTCX	48506	05/94	C214	LO
UTCX	48507	05/94	C214	LO
UTCX	48508	05/94	C214	LO
UTCX	48509	05/94	C214	LO
UTCX	48510	05/94	C214	LO
UTCX	48511	05/94	C214	LO
UTCX	48512	05/94	C214	LO
UTCX	48513	05/94	C214	LO
UTCX	48514	05/94	C214	LO
UTCX	48515	05/94	C214	LO
UTCX	48516	05/94	C214	LO
UTCX	48517	05/94	C214	LO
UTCX	48518	05/94	C214	LO
UTCX	48519	05/94	C214	LO
UTCX	48520	05/94	C214	LO
UTCX	48521	05/94	C214	LO
UTCX	48522	05/94	C214	LO
UTCX	48523	05/94	C214	LO
UTCX	48524	05/94	C214	LO
UTCX	48525	05/94	C214	LO
UTCX	48526	05/94	C214	LO
UTCX	48527	05/94	C214	LO
UTCX	48528	05/94	C214	LO
UTCX	48529	05/94	C214	LO
UTCX	48530	05/94	C214	LO
UTCX	48531	05/94	C214	LO
UTCX	48532	05/94	C214	LO
UTCX	48533	05/94	C214	LO
UTCX	48534	05/94	C214	LO
UTCX	48535	05/94	C214	LO
UTCX	48536	05/94	C214	LO
UTCX	48537	05/94	C214	LO
UTCX	48538	05/94	C214	LO

L11N Schedule 1

GROUP C

Description of Equipment

Road Mark	Car Number	Built Date	AAR Code	DOT Class
UTCX	48539	05/94	C214	LO
UTCX	48540	05/94	C214	LO
UTCX	48541	05/94	C214	LO
UTCX	48542	05/94	C214	LO
UTCX	48543	05/94	C214	LO
UTCX	48544	05/94	C214	LO
UTCX	48545	05/94	C214	LO
UTCX	48546	06/94	C214	LO
UTCX	48547	05/94	C214	LO
UTCX	48548	06/94	C214	LO
UTCX	48549	06/94	C214	LO
UTCX	48550	05/94	C214	LO
UTCX	48551	05/94	C214	LO
UTCX	48552	06/94	C214	LO
UTCX	48553	05/94	C214	LO
UTCX	48554	05/94	C214	LO
UTCX	48555	05/94	C214	LO
UTCX	48556	05/94	C214	LO
UTCX	48557	06/94	C214	LO
UTCX	48558	06/94	C214	LO
UTCX	48559	05/94	C214	LO
UTCX	48560	05/94	C214	LO
UTCX	48561	05/94	C214	LO
UTCX	48562	05/94	C214	LO
UTCX	48563	06/94	C214	LO
UTCX	48564	06/94	C214	LO
UTCX	48565	05/94	C214	LO
UTCX	48566	05/94	C214	LO
UTCX	48567	05/94	C214	LO
UTCX	48568	05/94	C214	LO
UTCX	48569	05/94	C214	LO
UTCX	48570	05/94	C214	LO
UTCX	48571	06/94	C214	LO
UTCX	48572	06/94	C214	LO
UTCX	48573	06/94	C214	LO

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GROUP C
Description of Equipment

Schedule 1

Road Mark	Car Number	Built Date	AAR Code	DOT Class
UTCX	48574	05/94	C214	LO
UTCX	48575	06/94	C214	LO
UTCX	48576	05/94	C214	LO
UTCX	48577	05/94	C214	LO
UTCX	48578	05/94	C214	LO
UTCX	48579	05/94	C214	LO
UTCX	48580	06/94	C214	LO
UTCX	48581	06/94	C214	LO
UTCX	48582	06/94	C214	LO
UTCX	48583	06/94	C214	LO
UTCX	48584	06/94	C214	LO
UTCX	48585	06/94	C214	LO
UTCX	48586	06/94	C214	LO
UTCX	48587	06/94	C214	LO
UTCX	48588	06/94	C214	LO
UTCX	48589	06/94	C214	LO
UTCX	48590	06/94	C214	LO
UTCX	48591	06/94	C214	LO
UTCX	48592	06/94	C214	LO
UTCX	48593	06/94	C214	LO
UTCX	48594	06/94	C214	LO
UTCX	48595	06/94	C214	LO
UTCX	48596	06/94	C214	LO
UTCX	48597	06/94	C214	LO
UTCX	48598	06/94	C214	LO
UTCX	48599	06/94	C214	LO
UTCX	48600	06/94	C214	LO
UTCX	48601	06/94	C214	LO
UTCX	48602	06/94	C214	LO
UTCX	48603	06/94	C214	LO
UTCX	48604	06/94	C214	LO
UTCX	48605	06/94	C214	LO
UTCX	48606	06/94	C214	LO
UTCX	48607	06/94	C214	LO
UTCX	48608	06/94	C214	LO

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GROUP C

Description of Equipment

Road Mark	Car Number	Built Date	AAR Code	DOT Class
UTCX	48609	06/94	C214	LO
UTCX	48610	06/94	C214	LO
UTCX	48611	06/94	C214	LO
UTCX	48612	06/94	C214	LO
UTCX	48613	06/94	C214	LO
UTCX	48614	06/94	C214	LO
UTCX	48615	06/94	C214	LO
UTCX	48616	06/94	C214	LO
UTCX	48617	06/94	C214	LO
UTCX	48618	06/94	C214	LO
UTCX	48619	06/94	C214	LO
UTCX	48620	06/94	C214	LO
UTCX	48621	06/94	C214	LO
UTCX	48622	06/94	C214	LO
UTCX	48623	06/94	C214	LO
UTCX	48624	06/94	C214	LO
UTCX	48625	06/94	C214	LO
UTCX	48626	06/94	C214	LO
UTCX	48627	06/94	C214	LO
UTCX	48628	06/94	C214	LO
UTCX	48629	06/94	C214	LO
UTCX	48630	06/94	C214	LO
UTCX	48631	06/94	C214	LO
UTCX	48632	06/94	C214	LO
UTCX	48633	06/94	C214	LO
UTCX	48634	06/94	C214	LO
UTCX	48635	06/94	C214	LO
UTCX	48636	06/94	C214	LO
UTCX	48637	06/94	C214	LO
UTCX	48638	06/94	C214	LO
UTCX	48639	06/94	C214	LO
UTCX	48640	06/94	C214	LO
UTCX	48641	06/94	C214	LO
UTCX	48642	07/94	C214	LO
UTCX	48643	07/94	C214	LO

L11N Schedule 1
GROUP C
Description of Equipment

Road Mark	Car Number	Built Date	AAR Code	DOT Class
UTCX	48644	07/94	C214	LO
UTCX	48645	07/94	C214	LO
UTCX	48646	07/94	C214	LO
UTCX	48647	07/94	C214	LO
UTCX	48648	07/94	C214	LO
UTCX	48649	07/94	C214	LO
UTCX	48650	07/94	C214	LO
UTCX	48651	07/94	C214	LO
UTCX	48652	07/94	C214	LO
UTCX	48653	07/94	C214	LO
UTCX	48654	07/94	C214	LO
UTCX	48655	07/94	C214	LO
UTCX	48656	07/94	C214	LO
UTCX	48657	06/94	C214	LO
UTCX	48658	06/94	C214	LO
UTCX	48659	06/94	C214	LO
UTCX	48660	06/94	C214	LO
UTCX	48661	06/94	C214	LO
UTCX	48662	06/94	C214	LO
UTCX	48663	07/94	C214	LO
UTCX	48664	06/94	C214	LO
UTCX	48665	06/94	C214	LO
UTCX	48666	07/94	C214	LO
UTCX	48667	06/94	C214	LO
UTCX	48668	06/94	C214	LO
UTCX	48669	06/94	C214	LO
UTCX	48670	06/94	C214	LO
UTCX	48671	06/94	C214	LO
UTCX	48672	06/94	C214	LO
UTCX	48673	06/94	C214	LO
UTCX	48674	06/94	C214	LO
UTCX	48675	06/94	C214	LO
UTCX	48676	07/94	C214	LO
UTCX	48677	06/94	C214	LO
UTCX	48678	06/94	C214	LO

L11N
GROUP C
Description of Equipment

Schedule 1

Road Mark	Car Number	Built Date	AAR Code	DOT Class
UTCX	48679	06/94	C214	LO
UTCX	48680	06/94	C214	LO
UTCX	48681	06/94	C214	LO
UTCX	48682	07/94	C214	LO
UTCX	48683	06/94	C214	LO
UTCX	48684	07/94	C214	LO
UTCX	48685	06/94	C214	LO
UTCX	48686	06/94	C214	LO
UTCX	48687	07/94	C214	LO
UTCX	48688	07/94	C214	LO
UTCX	48689	07/94	C214	LO
UTCX	48690	07/94	C214	LO
UTCX	48691	07/94	C214	LO
UTCX	48692	07/94	C214	LO
UTCX	48693	07/94	C214	LO
UTCX	48694	07/94	C214	LO
UTCX	48695	07/94	C214	LO
UTCX	48696	07/94	C214	LO
UTCX	48697	07/94	C214	LO
UTCX	48698	07/94	C214	LO
UTCX	48699	07/94	C214	LO
UTCX	48700	07/94	C214	LO
UTCX	48701	07/94	C214	LO
UTCX	48702	07/94	C214	LO
UTCX	48703	07/94	C214	LO
UTCX	48704	07/94	C214	LO
UTCX	48705	07/94	C214	LO
UTCX	48706	07/94	C214	LO
UTCX	48707	07/94	C214	LO
UTCX	48708	07/94	C214	LO
UTCX	48709	07/94	C214	LO
UTCX	48710	07/94	C214	LO
UTCX	48711	07/94	C214	LO
UTCX	48712	06/94	C214	LO
UTCX	48713	06/94	C214	LO

L11N
GROUP C
Description of Equipment

Schedule 1

Road Mark	Car Number	Built Date	AAR Code	DOT Class
UTCX	48714	06/94	C214	LO
UTCX	48715	06/94	C214	LO
UTCX	48716	06/94	C214	LO
UTCX	48717	06/94	C214	LO
UTCX	48718	06/94	C214	LO
UTCX	48719	06/94	C214	LO
UTCX	48720	06/94	C214	LO
UTCX	48721	06/94	C214	LO
UTCX	48722	06/94	C214	LO
UTCX	48723	06/94	C214	LO
UTCX	48724	08/94	C214	LO
UTCX	48725	08/94	C214	LO
UTCX	48726	08/94	C214	LO
UTCX	48727	09/94	C214	LO
UTCX	48728	09/94	C214	LO
UTCX	48729	09/94	C214	LO
UTCX	48730	09/94	C214	LO
UTCX	48731	09/94	C214	LO
UTCX	48732	08/94	C214	LO
UTCX	48733	09/94	C214	LO
UTCX	48734	09/94	C214	LO
UTCX	48735	09/94	C214	LO
UTCX	48736	09/94	C214	LO
UTCX	48737	09/94	C214	LO
UTCX	48738	09/94	C214	LO
UTCX	48739	09/94	C214	LO
UTCX	48740	09/94	C214	LO
UTCX	48741	09/94	C214	LO
UTCX	48742	09/94	C214	LO
UTCX	48743	09/94	C214	LO
UTCX	48744	09/94	C214	LO
UTCX	48745	09/94	C214	LO
UTCX	48746	09/94	C214	LO
UTCX	48747	09/94	C214	LO
UTCX	48748	09/94	C214	LO

L11N
GROUP C
Description of Equipment

Schedule 1

Road Mark	Car Number	Built Date	AAR Code	DOT Class
UTCX	48749	09/94	C214	LO
UTCX	48750	09/94	C214	LO
UTCX	48751	09/94	C214	LO
UTCX	48752	09/94	C214	LO
UTCX	48753	09/94	C214	LO
UTCX	48754	09/94	C214	LO
UTCX	48755	09/94	C214	LO
UTCX	48756	09/94	C214	LO
UTCX	48757	09/94	C214	LO
UTCX	48758	09/94	C214	LO
UTCX	48759	09/94	C214	LO
UTCX	48760	09/94	C214	LO
UTCX	48761	09/94	C214	LO
UTCX	48762	09/94	C214	LO
UTCX	48763	09/94	C214	LO
UTCX	48764	09/94	C214	LO
UTCX	48765	09/94	C214	LO
UTCX	48766	09/94	C214	LO
UTCX	48767	09/94	C214	LO
UTCX	48768	09/94	C214	LO
UTCX	48769	09/94	C214	LO
UTCX	48770	09/94	C214	LO
UTCX	48771	09/94	C214	LO
UTCX	48772	09/94	C214	LO

Total Group C Cars: 339