



Union Tank Car Company

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

RECORDATION NO. 19605- M, N
DEC 24 1996 11:15 AM

CERTIFIED MAIL -
RETURN RECEIPT REQUESTED

December 17, 1996

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

Attn: Ms. Janice M. Fort, Room 2311

Re: Union Tank Car Company Trust No. 1995-A (L-13B)

RECEIVED
SURFACE TRANSPORTATION
BOARD
DEC 24 11 08 AM '96

Dear Ms. Fort:

Enclosed are two originals and three (3) certified copies of each of the following documents, dated as of November 20, 1996, between State Street Bank and Trust Company and Union Tank Car Company:

Recordation No. 19605, Lease No. L-13B,
Lease Supplement No. 5.

Also enclosed are two originals and three (3) certified copies of each of the following documents, dated as of November 20, 1996, between State Street Bank and Trust Company and The First National Bank of Chicago:

Recordation No. 19605, Lease No. L-13B,
Indenture Supplement No. 5.

Please file these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$42 for the filing fees. Please return one original and the three (3) 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
Enclosures

STATE OF ILLINOIS)
)
COUNTY OF COOK)

CERTIFICATE

The undersigned, Janis L. Meyer, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of Lease Supplement No. 5 (L-13B), dated as of November 20, 1996, 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 17th day of December, 1996.

Janis L. Meyer

Notary Public



19605-M

LEASE SUPPLEMENT NO. 5 (L-13B)
(UTC Trust No. 1995-A)

This Lease Supplement No. 5 (L-13B) (UTC Trust No. 1995-A) dated November 20, 1996 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:

WHEREAS, Lessor and Lessee have heretofore entered into that certain Equipment Lease Agreement (UTC Trust No. 1995-A) (L-13B) dated September 20, 1995 (the "*Lease*"). The terms used herein are used with the meanings specified in the Lease;

WHEREAS, Section 8.3 of the Lease provides that, if it is necessary, for valid business reasons arising in the ordinary course of Lessee's business as an operating lessor, for Lessee to replace a Unit under the Lease with another Unit, Lessee may do so.

WHEREAS, Section 11.4 of the Lease provides for the execution and delivery of a Lease Supplement substantially in the form hereof for the purpose of confirming the acceptance and lease of the Replacement Unit(s) under the Lease as and when delivered by the Lessor to the Lessee in accordance with the terms thereof and for the transfer to the Lessee of all of Lessor's right, title and interest in and to the Unit(s) which Lessee wishes to delete from the Lease,

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, 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 Replacement Unit described in Lease Supplement No. 5 (L-13B) Schedule A hereto.

2. Subject to the execution and delivery of Indenture Supplement No. 5 (L-13B) (UTC Trust No. 1995-A) by Owner Trustee and Indenture Trustee releasing the Unit which suffered an Event of Loss from the Lien of the Indenture, the Lessor hereby releases from the Lease the Unit which Lessee wishes to delete from the Lease and which is set forth on Lease Supplement No. 5 (L-13B) Schedule A hereto as of the date hereof.

3. 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.

4. 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,

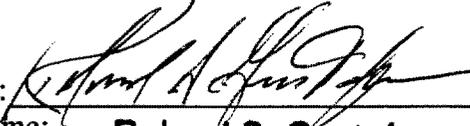
which counterpart shall constitute the only "original" hereof for purposes of the Uniform Commercial Code.

5. 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.

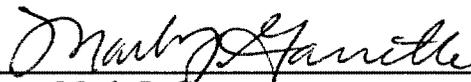
6. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

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

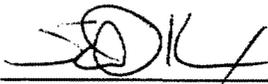
By: 
Name: **Roland S. Gustafsen**
Title: **ASSISTANT VICE PRESIDENT**

Union Tank Car Company

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

State of Massachusetts)
) SS
County of *SUFFOLK*)

On this *12th* day of *DECEMBER*, 1996, before me personally appeared *ROLAND S. GUSTAFSEN*, to me personally known, who being by me duly sworn, say that he is **ASSISTANT 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.



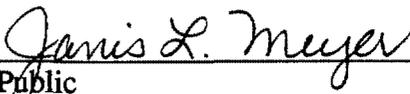
Notary Public

[Notarial Seal]

SCOTT KNOX
Notary Public
My commission expires: My Commission Expires July 12, 2002

State of Illinois)
) SS
County of Cook)

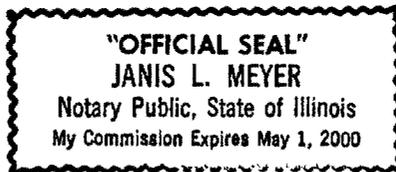
On this *13th* day of *DECEMBER*, 1996, before me personally appeared Mark J. Garrette, to me personally known, who being by me duly sworn, say that he is Vice President of Union Tank Car Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

[Notarial Seal]

My commission expires:



LEASE SUPPLEMENT NO. 5 (L-13B) SCHEDULE A

Unit(s) To Be Deleted From Lease

<u>Mark</u>	<u>Car No.</u>	<u>Built Month</u>	<u>AAR Code</u>	<u>DOT Class</u>
UTLX	645854	6/95	T107	111A100W1
UTLX	645855	6/95	T107	111A100W1
UTLX	645856	6/95	T107	111A100W1
UTLX	645857	6/95	T107	111A100W1
UTLX	645858	6/95	T107	111A100W1
UTLX	645859	6/95	T107	111A100W1
UTLX	645860	6/95	T107	111A100W1
UTLX	645861	6/95	T107	111A100W1
UTLX	645862	6/95	T107	111A100W1
UTLX	645863	6/95	T107	111A100W1
UTLX	645864	6/95	T107	111A100W1
UTLX	645865	6/95	T107	111A100W1
UTLX	645866	6/95	T107	111A100W1
UTLX	645867	6/95	T107	111A100W1
UTLX	645868	6/95	T107	111A100W1
UTLX	645869	6/95	T107	111A100W1
UTLX	645870	6/95	T107	111A100W1
UTLX	645871	7/95	T107	111A100W1
UTLX	645872	6/95	T107	111A100W1
UTLX	645873	6/95	T107	111A100W1
UTLX	645874	7/95	T107	111A100W1
UTLX	645875	6/95	T107	111A100W1
UTLX	645876	7/95	T107	111A100W1
UTLX	645877	7/95	T107	111A100W1
UTLX	645878	7/95	T107	111A100W1
UTLX	645879	7/95	T107	111A100W1
UTLX	645880	7/95	T107	111A100W1
UTLX	645881	7/95	T107	111A100W1
UTLX	645882	7/95	T107	111A100W1
UTLX	645883	7/95	T107	111A100W1
UTLX	645884	7/95	T107	111A100W1
UTLX	645885	7/95	T107	111A100W1
UTLX	645886	7/95	T107	111A100W1
UTLX	645887	7/95	T107	111A100W1
UTLX	645888	7/95	T107	111A100W1
UTLX	645889	7/95	T107	111A100W1
UTLX	645890	7/95	T107	111A100W1
UTLX	645891	7/95	T107	111A100W1
UTLX	645892	7/95	T107	111A100W1
UTLX	645893	7/95	T107	111A100W1
UTLX	645894	8/95	T107	111A100W1
UTLX	645895	7/95	T107	111A100W1
UTLX	645896	7/95	T107	111A100W1
UTLX	645897	8/95	T107	111A100W1
UTLX	645898	7/95	T107	111A100W1
UTLX	645899	8/95	T107	111A100W1
UTLX	645900	8/95	T107	111A100W1
UTLX	645901	8/95	T107	111A100W1
UTLX	645902	8/95	T107	111A100W1
UTLX	645903	8/95	T107	111A100W1

LEASE SUPPLEMENT NO. 5 (L-13B) SCHEDULE A

Replacement Unit(s)

<u>Mark</u>	<u>Car No.</u>	<u>Built Month</u>	<u>AAR Code</u>	<u>DOT Class</u>
UTLX	202276	3/96	T108	111A100W1
UTLX	202278	2/96	T108	111A100W1
UTLX	202279	2/96	T108	111A100W1
UTLX	202280	2/96	T108	111A100W1
UTLX	202281	3/96	T108	111A100W1
UTLX	202282	2/96	T108	111A100W1
UTLX	646678	7/96	T105	111A100W1
UTLX	646683	7/96	T105	111A100W1
UTLX	646684	7/96	T105	111A100W1
UTLX	646685	7/96	T105	111A100W1
UTLX	646686	7/96	T105	111A100W1
UTLX	646687	7/96	T105	111A100W1
UTLX	630307	6/96	T104	111A100W1
UTLX	630308	6/96	T104	111A100W1
UTLX	630309	6/96	T104	111A100W1
UTLX	630310	6/96	T104	111A100W1
UTLX	630311	6/96	T104	111A100W1
UTLX	630312	6/96	T104	111A100W1
UTLX	630313	6/96	T104	111A100W1
UTLX	630314	6/96	T104	111A100W1
UTLX	630315	6/96	T104	111A100W1
UTLX	630316	6/96	T104	111A100W1
UTLX	630317	6/96	T104	111A100W1
UTLX	630318	6/96	T104	111A100W1
UTLX	630319	6/96	T104	111A100W1
UTLX	630320	6/96	T104	111A100W1
UTLX	630321	6/96	T104	111A100W1
UTLX	630322	6/96	T104	111A100W1
UTLX	630323	6/96	T104	111A100W1
UTLX	630324	6/96	T104	111A100W1
UTLX	630325	6/96	T104	111A100W1
UTLX	630326	6/96	T104	111A100W1
UTLX	646490	6/96	T106	111A100W1
UTLX	646498	6/96	T106	111A100W1
UTLX	646499	6/96	T106	111A100W1
UTLX	646501	6/96	T106	111A100W1
UTLX	646502	6/96	T106	111A100W1
UTLX	646503	6/96	T106	111A100W1
UTLX	646504	6/96	T106	111A100W1
UTLX	646505	6/96	T106	111A100W1
UTLX	646506	6/96	T106	111A100W1
UTLX	646507	6/96	T106	111A100W1
UTLX	646646	7/96	T105	111A100W1
UTLX	646647	7/96	T105	111A100W1
UTLX	646648	7/96	T105	111A100W1
UTLX	646649	7/96	T105	111A100W1
UTLX	646650	7/96	T105	111A100W1
UTLX	646651	7/96	T105	111A100W1
UTLX	646652	7/96	T105	111A100W1
UTLX	646653	7/96	T105	111A100W1

STATE OF ILLINOIS)
)
COUNTY OF COOK)

CERTIFICATE

The undersigned, Janis L. Meyer, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of Indenture Supplement No. 5 (L-13B), dated as of November 20, 1996, 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 17th day of December, 1996.

Janis L. Meyer
Notary Public

