

0100263004



Union Tank Car Company

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

RECORDED NO. 17840-D FILED 1425

JUN 13 1994 9:55 AM

INTERSTATE COMMERCE COMMISSION

June 3, 1994

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

Attn: Ms. Mildred R. Lee
Room 2303

Re: Union Tank Car Company
Equipment Lease Agreement (L-5U)
(UTC Trust No. 1992-A)
Recordation No. 17840

RECEIVED
OFFICE OF THE
SECRETARY
JUN 13 9 50 AM '94
LICENSING BRANCH

Dear Ms. Lee:

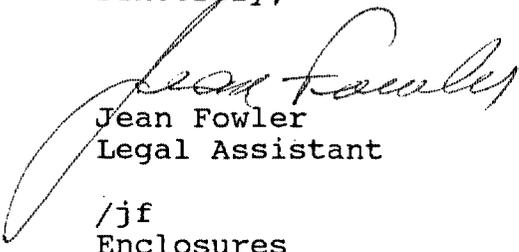
Enclosed are five certified copies of Lease Supplement No. 1 dated as of June 30, 1992, between Union Tank Car Company and The Connecticut National Bank, as Trustee.

Please file this document as a supplement to the filing referred to above. Enclosed is our check in the amount of \$18 for the filing fee. Please return four copies 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

/jff
Enclosures

UTC4066L

RECORDATION NO. 17840-D FILED 1425

JUN 13 1994 - 9 55 AM

INTERSTATE COMMERCE COMMISSION

LEASE SUPPLEMENT NO. 1 (L-5U)
(UTC Trust No. 1992-A)

Dated as of June 30, 1992

between

THE CONNECTICUT NATIONAL BANK,
Lessor

and

UNION TANK CAR COMPANY,
Lessee

CERTAIN OF THE RIGHT, TITLE AND INTEREST OF THE LESSOR IN AND TO THIS LEASE SUPPLEMENT, THE EQUIPMENT COVERED HEREBY AND THE RENT DUE AND TO BECOME DUE UNDER THE LEASE HAVE BEEN ASSIGNED AS COLLATERAL SECURITY TO, AND ARE SUBJECT TO A SECURITY INTEREST IN FAVOR OF, NATIONSBANK OF SOUTH CAROLINA, NATIONAL ASSOCIATION, NOT IN ITS INDIVIDUAL CAPACITY BUT SOLELY AS INDENTURE TRUSTEE UNDER A TRUST INDENTURE AND SECURITY AGREEMENT (UTC Trust No. 1992-A), DATED AS OF JUNE 30, 1992, BETWEEN SAID INDENTURE TRUSTEE, AS SECURED PARTY, AND THE LESSOR, AS DEBTOR. INFORMATION CONCERNING SUCH SECURITY INTEREST MAY BE OBTAINED FROM THE INDENTURE TRUSTEE AT ITS ADDRESS SET FORTH IN SECTION 20 OF THE LEASE. SEE SECTION 25.2 OF THE LEASE FOR INFORMATION CONCERNING THE RIGHTS OF THE ORIGINAL HOLDER AND THE HOLDERS OF THE VARIOUS COUNTERPARTS HEREOF.

[Filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on _____, 1992, at __:__ [A.M.][P.M.], Recordation Number ____, and deposited in the office of the Registrar General of Canada pursuant to Section 90 of the Railway Act of Canada on _____, 1992, at __:__ [A.M.][P.M.]4/

4/ For conformed copy

LEASE SUPPLEMENT NO. 1 (L-5U)
(UTC Trust No. 1992-A)

LEASE SUPPLEMENT NO. 1 (L-5U) (UTC Trust No. 1992-A) dated June 30, 1992 (this "Lease Supplement") between The Connecticut National Bank, not in its individual capacity but solely as Owner Trustee (the "Lessor") under the Trust Agreement, and UNION TANK CAR COMPANY, a Delaware corporation (the "Lessee");

W I T N E S S E T H :

WHEREAS, the Lessor and the Lessee have heretofore entered into that certain Equipment Lease Agreement (L-5U) (UTC Trust No. 1992-A) dated as of June 30, 1992 (the "Lease"). Unless otherwise defined herein, capitalized terms used herein shall have the meanings specified in Appendix A to the Lease; and

WHEREAS, the Participation Agreement and the Lease provide that on the Closing Date, the Lessee shall deliver to the Owner Trustee a Bill of Sale dated such date by which the Lessee bargains, conveys, assigns, sets over, sells and delivers to Owner Trustee, and the Owner Trustee purchases and accepts from the Lessee, the Units to be conveyed on the Closing Date, and said Bill of Sale has been delivered by the Lessee and accepted by the Owner Trustee on the Closing Date; and

WHEREAS, 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 Units under the Lease as and when delivered by the Lessor to the Lessee in accordance with the terms thereof;

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, the Lessor and the Lessee hereby agree as follows:

1. Inspection and Approval. The Lessee hereby acknowledges and confirms that it has inspected and approved the Units set forth on Schedule 1 hereto and, as between the Lessor and the Lessee, such Units comply in all material respects with the specifications for such Units and are in good working order.

2. Delivery and Acceptance. The Lessor hereby confirms delivery and lease to the Lessee, and the Lessee hereby confirms acceptance and lease from the Lessor, under the Lease as hereby supplemented, of the Units listed on Schedule 1 hereto.

3. Warranty. The Lessee hereby represents and warrants that no Event of Loss has occurred with respect to the Units set forth on Schedule 1 hereto as of the date hereof.

4. Equipment Cost, etc. The Equipment Cost of each of the Units leased hereunder is as set forth on Schedule 1 to the Participation Agreement. The Basic Rent, Stipulated Loss Values, Termination Values and EBO Price applicable in respect of the Units are set forth, respectively, on Schedules 3, 4, 5 and 8 to the Participation Agreement.

5. Confirmation. The Lessee hereby confirms its agreement, in accordance with the Lease as supplemented by this Lease Supplement, to pay Rent to the Lessor for each Unit leased hereunder as provided for in the Lease.

6. Incorporation into Lease. This Lease Supplement shall be construed in connection with and as part of the Lease, and all terms, conditions and covenants contained in the Lease, as supplemented by this Lease Supplement, shall be and remain in full force and effect.

7. References. Any and all notices, requests, certificates and other instruments executed and delivered concurrently with or after the execution and delivery of this Lease Supplement may refer to the "Equipment Lease Agreement, dated as of June 30, 1992", the "Lease Agreement, dated as of June 30, 1992", or the "Lease, dated as of June 30, 1992", or may identify the Lease in any other respect without making specific reference to this Lease Supplement, but nevertheless all such references shall be deemed to include this Lease Supplement, unless the context shall otherwise require.

8. Counterparts. 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, the Lessor and the Lessee have caused this Lease Supplement to be duly executed and delivered in the City of Evanston, State of Illinois, on the day and year first above written.

LESSOR:

THE CONNECTICUT NATIONAL BANK, not
in its individual capacity, but
solely as Owner Trustee

By: 

Name: PHILIP G. KANE, JR.

Title: VICE PRESIDENT

LESSEE:

UNION TANK CAR COMPANY

By: 

Name: S.G. DISMORE

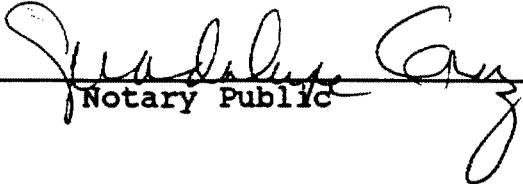
Title: VICE PRESIDENT

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 29th of June, 1992, before me personally appeared in the City of Evanston, State of Illinois, P. G. KANE, Jr, to me personally known, who being by me duly sworn, says that he is the VICE PRESIDENT of THE CONNECTICUT NATIONAL BANK, that said instrument was signed and sealed 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 "
GUADALUPE CRUZ
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 3/6/94

[NOTARIAL SEAL]



Notary Public

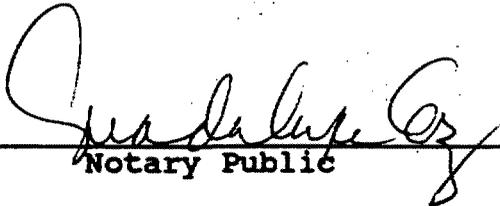
My commission expires: _____

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 29th day of June, 1992, before me personally appeared in the City of Evanston, State of Illinois, SG DUNSMORE, to me personally known, who being by me duly sworn, says that he is the VICE PRESIDENT of UNION TANK CAR COMPANY, that said instrument was signed and sealed 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 "
GUADALUPE CRUZ
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 3/6/94

[NOTARIAL SEAL]



Notary Public

My commission expires: _____

DESCRIPTION OF EQUIPMENT L-5U

BUILT MONTH	EQUIP. GROUP NUMBER	MARK	CAR NUMBER	AAR CODE	DOT CLASS	BCV SPECS
OTHER PRESSURE CARS						
SEP 1991	24	UTLX	900859	T867	105J300W	4G
AUG 1991	24	UTLX	900860	T867	105J300W	4G
AUG 1991	24	UTLX	900861	T867	105J300W	4G
AUG 1991	24	UTLX	900862	T867	105J300W	4G
SEP 1991	24	UTLX	900863	T867	105J300W	4G
AUG 1991	24	UTLX	900864	T867	105J300W	4G
NOV 1991	24	UTLX	900865	T867	105J100W	4G
NOV 1991	24	UTLX	900866	T867	105J100W	4G
NOV 1991	24	UTLX	900867	T867	105J100W	4G
NOV 1991	24	UTLX	900868	T867	105J100W	4G
NOV 1991	24	UTLX	900869	T867	105J100W	4G
NOV 1991	24	UTLX	900870	T867	105J100W	4G
NOV 1991	24	UTLX	900871	T867	105J100W	4G
NOV 1991	24	UTLX	900872	T867	105J100W	4G
NOV 1991	24	UTLX	900873	T867	105J100W	4G
NOV 1991	24	UTLX	900874	T867	105J100W	4G
NOV 1991	24	UTLX	900875	T867	105J100W	4G
NOV 1991	24	UTLX	900876	T867	105J100W	4G
NOV 1991	24	UTLX	900877	T867	105J100W	4G
NOV 1991	24	UTLX	900878	T867	105J100W	4G
NOV 1991	24	UTLX	900879	T867	105J100W	4G
NOV 1991	24	UTLX	900880	T867	105J100W	4G
NOV 1991	24	UTLX	900881	T867	105J100W	4G
NOV 1991	24	UTLX	900882	T867	105J100W	4G
NOV 1991	24	UTLX	900883	T867	105J100W	4G
NOV 1991	24	UTLX	900884	T867	105J100W	4G
SEP 1991	26	UTLX	900885	T907	105J300W	4G
SEP 1991	26	UTLX	900886	T907	105J300W	4G
SEP 1991	26	UTLX	900887	T907	105J300W	4G
SEP 1991	26	UTLX	900888	T907	105J300W	4G
SEP 1991	26	UTLX	900889	T907	105J300W	4G
SEP 1991	26	UTLX	900890	T907	105J300W	4G
SEP 1991	26	UTLX	900891	T907	105J300W	4G
SEP 1991	26	UTLX	900892	T907	105J300W	4G
SEP 1991	26	UTLX	900893	T907	105J300W	4G
SEP 1991	26	UTLX	900894	T907	105J300W	4G
SEP 1991	26	UTLX	900895	T907	105J300W	4G
SEP 1991	26	UTLX	900896	T907	105J300W	4G
SEP 1991	26	UTLX	900897	T907	105J300W	4G
SEP 1991	26	UTLX	900898	T907	105J300W	4G
SEP 1991	26	UTLX	900899	T907	105J300W	4G
OCT 1991	26	UTLX	900900	T907	105J300W	4G
OCT 1991	26	UTLX	900901	T907	105J300W	4G
OCT 1991	26	UTLX	900902	T907	105J300W	4G
OCT 1991	26	UTLX	900903	T907	105J300W	4G
OCT 1991	26	UTLX	900904	T907	105J300W	4G
OCT 1991	26	UTLX	900905	T907	105J300W	4G
OCT 1991	26	UTLX	900906	T907	105J300W	4G
OCT 1991	26	UTLX	900907	T907	105J300W	4G
OCT 1991	26	UTLX	900908	T907	105J300W	4G
OCT 1991	26	UTLX	900909	T907	105J300W	4G
OCT 1991	26	UTLX	900910	T907	105J300W	4G
OCT 1991	26	UTLX	900911	T907	105J300W	4G
OCT 1991	26	UTLX	900912	T907	105J300W	4G
OCT 1991	26	UTLX	900913	T907	105J300W	4G
OCT 1991	26	UTLX	900914	T907	105J300W	4G
OCT 1991	26	UTLX	900915	T907	105J300W	4G
OCT 1991	26	UTLX	900916	T907	105J300W	4G
OCT 1991	26	UTLX	900917	T907	105J300W	4G
NOV 1991	26	UTLX	900918	T907	105J300W	4G
NOV 1991	26	UTLX	900919	T907	105J300W	4G
NOV 1991	26	UTLX	900920	T907	105J300W	4G
NOV 1991	26	UTLX	900921	T907	105J300W	4G
OCT 1991	26	UTLX	900922	T907	105J300W	4G

BUILT MONTH	EQUIP. GROUP NUMBER	MARK	CAR NUMBER	AAR CODE	DOT CLASS	BCV SPECS
NOV 1991	26	UTLX	900923	T907	105J300W	4G
OCT 1991	26	UTLX	900924	T907	105J300W	4G
NOV 1991	26	UTLX	900925	T907	105J300W	4G
OCT 1991	26	UTLX	900926	T907	105J300W	4G
NOV 1991	26	UTLX	900927	T907	105J300W	4G
NOV 1991	26	UTLX	900928	T907	105J300W	4G
NOV 1991	26	UTLX	900929	T907	105J300W	4G
NOV 1991	26	UTLX	900930	T907	105J300W	4G
NOV 1991	26	UTLX	900931	T907	105J300W	4G
NOV 1991	26	UTLX	900932	T907	105J300W	4G
NOV 1991	26	UTLX	900933	T907	105J300W	4G
NOV 1991	26	UTLX	900934	T907	105J300W	4G
NOV 1991	26	UTLX	900935	T907	105J300W	4G
NOV 1991	26	UTLX	900936	T907	105J300W	4G
NOV 1991	26	UTLX	900937	T907	105J300W	4G
NOV 1991	26	UTLX	900938	T907	105J300W	4G
NOV 1991	26	UTLX	900939	T907	105J300W	4G
NOV 1991	26	UTLX	900940	T907	105J300W	4G
NOV 1991	26	UTLX	900941	T907	105J300W	4G
NOV 1991	26	UTLX	900942	T907	105J300W	4G
NOV 1991	26	UTLX	900943	T907	105J300W	4G
NOV 1991	26	UTLX	900944	T907	105J300W	4G
NOV 1991	26	UTLX	900945	T907	105J300W	4G
NOV 1991	26	UTLX	900946	T907	105J300W	4G
NOV 1991	26	UTLX	900947	T907	105J300W	4G
NOV 1991	26	UTLX	900948	T907	105J300W	4G
NOV 1991	26	UTLX	900949	T907	105J300W	4G
NOV 1991	26	UTLX	900950	T907	105J300W	4G
NOV 1991	26	UTLX	900951	T907	105J300W	4G
NOV 1991	26	UTLX	900952	T907	105J300W	4G
NOV 1991	26	UTLX	900953	T907	105J300W	4G
NOV 1991	26	UTLX	900954	T907	105J300W	4G
NOV 1991	26	UTLX	900955	T907	105J300W	4G
NOV 1991	26	UTLX	900956	T907	105J300W	4G
DEC 1991	26	UTLX	900957	T907	105J300W	4G
NOV 1991	26	UTLX	900958	T907	105J300W	4G
DEC 1991	26	UTLX	900959	T907	105J300W	4G
NOV 1991	26	UTLX	900960	T907	105J300W	4G
NOV 1991	26	UTLX	900961	T907	105J300W	4G
NOV 1991	26	UTLX	900962	T907	105J300W	4G
NOV 1991	26	UTLX	900963	T907	105J300W	4G
NOV 1991	26	UTLX	900964	T907	105J300W	4G
NOV 1991	26	UTLX	900965	T907	105J300W	4G
NOV 1991	26	UTLX	900966	T907	105J300W	4G
NOV 1991	26	UTLX	900967	T907	105J300W	4G
NOV 1991	26	UTLX	900968	T907	105J300W	4G
DEC 1991	26	UTLX	900969	T907	105J300W	4G
NOV 1991	26	UTLX	900970	T907	105J300W	4G
DEC 1991	26	UTLX	900971	T907	105J300W	4G
NOV 1991	26	UTLX	900972	T907	105J300W	4G
NOV 1991	26	UTLX	900973	T907	105J300W	4G
DEC 1991	26	UTLX	900974	T907	105J300W	4G
DEC 1991	26	UTLX	900975	T907	105J300W	4G
DEC 1991	26	UTLX	900976	T907	105J300W	4G
DEC 1991	26	UTLX	900977	T907	105J300W	4G
DEC 1991	26	UTLX	900978	T907	105J300W	4G
DEC 1991	26	UTLX	900979	T907	105J300W	4G
DEC 1991	26	UTLX	900980	T907	105J300W	4G
DEC 1991	26	UTLX	900981	T907	105J300W	4G
DEC 1991	26	UTLX	900982	T907	105J300W	4G
DEC 1991	26	UTLX	900983	T907	105J300W	4G
DEC 1991	26	UTLX	900984	T907	105J300W	4G
DEC 1991	26	UTLX	900985	T907	105J300W	4G
DEC 1991	26	UTLX	900986	T907	105J300W	4G
DEC 1991	26	UTLX	900987	T907	105J300W	4G
JAN 1992	26	UTLX	900988	T907	105J300W	4G

BUILT MONTH	EQUIP. GROUP NUMBER	MARK	CAR NUMBER	AAR CODE	DOT CLASS	BCV SPECS
JAN 1992	26	UTLX	900989	T907	105J300W	4G
DEC 1991	26	UTLX	900990	T907	105J300W	4G
DEC 1991	26	UTLX	900991	T907	105J300W	4G
JAN 1992	26	UTLX	900992	T907	105J300W	4G
JAN 1992	26	UTLX	900993	T907	105J300W	4G
JAN 1992	26	UTLX	900994	T907	105J300W	4G
DEC 1991	26	UTLX	900995	T907	105J300W	4G
DEC 1991	26	UTLX	900996	T907	105J300W	4G
DEC 1991	26	UTLX	900997	T907	105J300W	4G
DEC 1991	26	UTLX	900998	T907	105J300W	4G
JAN 1992	26	UTLX	900999	T907	105J300W	4G
DEC 1991	26	UTLX	901100	T907	105J300W	4G
JAN 1992	26	UTLX	901101	T907	105J300W	4G
JAN 1992	26	UTLX	901102	T907	105J300W	4G
DEC 1991	26	UTLX	901103	T907	105J300W	4G
JAN 1992	26	UTLX	901104	T907	105J300W	4G
DEC 1991	26	UTLX	901105	T907	105J300W	4G
JAN 1992	26	UTLX	901106	T907	105J300W	4G
JAN 1992	26	UTLX	901107	T907	105J300W	4G
MAR 1992	26	UTLX	901108	T907	105J300W	4G

TOTAL OTHER PRESSURE CARS: 150