Union Tank Car Company

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

RECEIVED
SURFACE TRANSPORTATION
BOARD

MAR 31 3 10 PM '97

CERTIFIED MAIL -
RETURN RECEIPT REQUESTED

March 19, 1997

RECORDATION No. 20113-I,J

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. 1996-A (L-14F)
Recordation No. 20113

Dear Ms. Fort:

Enclosed are two originals and three (3) certified copies of each of the following documents, dated as of January 2, 1997, between State Street Bank and Trust Company of Connecticut, National Association, and Union Tank Car Company:

Recordation No. 20113, Lease No. L-14F,
Lease Supplement No. 2.

Also enclosed are two originals and three (3) certified copies of each of the following documents, dated as of January 2, 1997, between State Street Bank and Trust Company of Connecticut, National Association, and the First National Bank of Chicago:

Recordation No. 20113, Lease No. L-14F,
Indenture Supplement No. 2.

Please file these documents as supplements to the filing referred to above. Enclosed is our check in the amount of $48 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

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

3/31/97

Jean Fowler
Legal Assistant
Union Tank Car Company
225 West Washington Street
Chicago, Illinois 60606

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/31/97 at 3:10PM, and assigned recordation number(s). 20113-I and 20113-J.

Sincerely yours,

Vernon A. Williams

Vernon A. Williams
Secretary

Enclosure(s)

$ 48.00 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 Janice M. Fort

STATE OF ILLINOIS)
)
COUNTY OF COOK)

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of Lease Supplement No. 2 (L-14F), dated as of January 2, 1997, 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 19th day of March, 1997.

Jean Fowler
Notary Public

"OFFICIAL SEAL"
JEAN FOWLER
Notary Public, State of Illinois
My Commission Expires June 6, 1998

RECORDATION No. 20113-I

RECEIVED
SURFACE TRANSPORTATION BOARD
MAR 31 3 10 PM '97

LEASE SUPPLEMENT NO. 2 (L-14F)
(UTC Trust No. 1996-A)

This Lease Supplement No. 2 (L-14F) (UTC Trust No. 1996-A) dated January 2, 1997, between STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION, a national banking association, 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. 1996-A) (L-14F) dated May 29, 1996 (the *"Lease"*). The terms used herein are used with the meanings specified in the Lease;

WHEREAS, Section 11.2 of the Lease gives Lessee the option, if one or more Units covered by the Lease suffer an Event of Loss, to convey to Lessor one or more Replacement Units to be leased to Lessee under the Lease in lieu of the Unit(s) suffering an Event of Loss; and

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) suffering an Event of Loss,

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(s) described in Lease Supplement No. 2 (L-14F) Schedule A hereto.

2. Subject to the execution and delivery of Indenture Supplement No. 2 (L-14F) (UTC Trust No. 1996-A) by Owner Trustee and Indenture Trustee releasing the Unit(s) which suffered an Event of Loss from the Lien of the Indenture, the Lessor hereby releases from the Lease the Unit(s) which suffered an Event of Loss and which are set forth on Lease Supplement No. 2 (L-14F) 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 of Connecticut, National Association, 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

0030.14F

State of Massachusetts)
) SS
County of Suffolk.)

On this 7th day of MARCH, 1997, 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 of Connecticut, National Association, 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.

Linda M. Byrne
Notary Public

[Notarial Seal]

LINDA M. BYRNE
Notary Public
My Commission Expires June 26, 2003

My commission expires:

State of Illinois)
) SS
County of Cook)

On this 12th day of March, 1997, 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.

Carol D'Ascenzo
Notary Public

[Notarial Seal]

"OFFICIAL SEAL"
CAROL D'ASCENZO
Notary Public, State of Illinois
My Commission Expires Dec. 1, 2000

My commission expires:

LEASE SUPPLEMENT NO. 2 (L-14F) SCHEDULE A

Unit(s) Suffering an Event of Loss

Built Month	Road Mark	Car No.	AAR Code	DOT Class
5/96	UTLX	901821	T547	105J100
4/96	UTLX	901839	T547	105J100
4/96	UTLX	901841	T547	105J100
5/96	UTLX	901840	T547	105J100

Replacement Unit(s)

Built Month	Road Mark	Car No.	AAR Code	DOT Class
6/96	UTLX	960270	T389	112J340W
6/96	UTLX	960271	T389	112J340W
6/96	UTLX	960272	T389	112J340W
6/96	UTLX	960273	T389	112J340W