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JAN 11 2008
RECEIVED

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RECORDATION NO. 19091-K FILED

January 10, 2006

JAN 18 '06

3-21 PM

VIA FEDERAL EXPRESS

Surface Transportation Board
Documents for Recordation
1925 K. Street, N.W. #700
Washington, DC 20423

SURFACE TRANSPORTATION BOARD

**Re: Union Tank Car Company
Trust Indenture Supplement No. 15 (L-11N)
(UTC Trust No. 1994-A)**

Dear Sir or Madam:

Enclosed are two originals and a copy of the document described below which is to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is dated as of January 3, 2006 and is described as follows:

Trust Indenture Supplement No. 15 (L-11N) (UTC Trust No. 1994-A) dated as of January 3, 2006 between U.S. Bank National Association, as successor to State Street Bank and Trust Company, not in its individual capacity but solely as Owner Trustee under the Trust Agreement (UTC Trust No. 1994-A) (L-11N) dated December 15, 1994 (the "Trust Agreement"), between the Owner Trustee in its individual capacity and Bank of America, N.A., successor to NatWest Leasing Corporation, as Owner Participant, and J.P. Morgan Trust Company, National Association, a national banking association, successor to The First National Bank of Chicago, as Indenture Trustee.

The primary documents to which this is connected is recorded under Recordation No. 19091.

Surface Transportation Board

January 10, 2006

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The names and addresses of the parties to the documents are as follows:

Owner Trustee:	U.S. Bank National Association Corporate Trust Services P. O. Box 778 Boston, MA 02102-0778 Attn: Donald E. Smith
Owner Participant:	Bank of America, N.A. 555 California Street, 4 th Floor Mail Code CA5-705-04-01 San Francisco, CA 94104-1503 Attn: Anita Garfagnoli
Indenture Trustee:	J.P. Morgan Trust Company, National Association, successor to Bank One, N.A. c/o JPMorgan Institutional Services 227 W. Monroe Street, Suite 2600 Chicago, IL 60602 Attn: Janice Ott Rotunno

The Equipment involved in this transaction is more fully described on Schedule A attached to this letter and made a part hereof.

A short summary of the document to appear in the Index follows:

Trust Indenture Supplement No. 15 (L-11N) (UTC Trust No. 1994-A) dated as of January 3, 2006 between U.S. Bank National Association, as successor to State Street Bank and Trust Company, not in its individual capacity but solely as Owner Trustee under the Trust Agreement (UTC Trust No. 1994-A) (L-11N) dated December 15, 1994 (the "Trust Agreement"), between the Owner Trustee in its individual capacity and Bank of America, N.A., as successor to NatWest Leasing Corporation, as Owner Participant, and J.P. Morgan Trust Company, National Association, successor to Bank One, N.A., a national banking association, as Indenture Trustee.

The purpose of the Trust Indenture Supplement No. 15 (L-11N) is to document the termination of the Lease with respect to the EBO Units described on Schedule A to the Lease Agreement attached thereto.

NEAL, GERBER & EISENBERG LLP

Surface Transportation Board

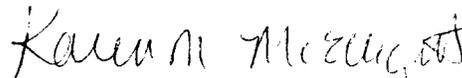
January 10, 2006

Page 3

Please file the enclosed document as a supplement to the filing referred to above and return one original and one copy of the document, stamped to show the filing, to me at the address given herein. Also enclosed is a check in the amount of \$32.00 for the filing fee.

Should you have any questions regarding the enclosures, please contact me.

Very truly yours,



Karen M. McElligatt
Paralegal Coordinator

KMM:bl
Enclosures

cc: Patrick J. Allen, Esq. (w/ encls.)
Matthew R. Andris (w/o encls.)

LEASE SUPPLEMENT NO. 15 (L-11N) SCHEDULE A

EBO Units

<u>CO Company</u>	<u>GROUP</u>	<u>Mark</u>	<u>Number</u>	<u>Original ETC Cost</u>	<u>Cash Payment</u>	
					<u>Stip Loss %</u>	<u>\$</u>
004	B	PROX	015120	57,148.00	64.3570698%	36,778.78
004	B	PROX	015121	57,148.00	64.3570698%	36,778.78
004	B	PROX	015122	57,148.00	64.3570698%	36,778.78
004	B	PROX	015123	57,148.00	64.3570698%	36,778.78
004	B	PROX	015124	57,148.00	64.3570698%	36,778.78
004	B	PROX	015125	57,148.00	64.3570698%	36,778.78
004	B	PROX	015126	57,148.00	64.3570698%	36,778.78
004	B	PROX	015127	57,148.00	64.3570698%	36,778.78
004	B	PROX	015128	57,148.00	64.3570698%	36,778.78
004	B	PROX	015130	57,148.00	64.3570698%	36,778.78
004	B	PROX	015131	57,148.00	64.3570698%	36,778.78
004	B	PROX	015132	57,148.00	64.3570698%	36,778.78
004	B	PROX	015133	57,148.00	64.3570698%	36,778.78
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004	B	PROX	015142	57,148.00	64.3570698%	36,778.78
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004	B	PROX	015150	57,148.00	64.3570698%	36,778.78
004	B	PROX	015151	57,148.00	64.3570698%	36,778.78
004	B	PROX	015152	57,148.00	64.3570698%	36,778.78
004	B	PROX	015154	57,148.00	64.3570698%	36,778.78
004	B	PROX	015156	57,148.00	64.3570698%	36,778.78
004	B	PROX	015157	57,148.00	64.3570698%	36,778.78
004	B	PROX	015158	57,148.00	64.3570698%	36,778.78
004	B	PROX	015159	57,148.00	64.3570698%	36,778.78
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004	B	PROX	015162	57,148.00	64.3570698%	36,778.78
004	B	PROX	015163	57,148.00	64.3570698%	36,778.78
004	B	PROX	015164	57,148.00	64.3570698%	36,778.78
004	B	PROX	015165	57,148.00	64.3570698%	36,778.78
004	B	PROX	015166	57,148.00	64.3570698%	36,778.78
004	B	PROX	015167	57,148.00	64.3570698%	36,778.78
004	B	PROX	015168	57,148.00	64.3570698%	36,778.78
004	B	PROX	015169	57,148.00	64.3570698%	36,778.78
004	B	PROX	015170	57,148.00	64.3570698%	36,778.78
004	B	PROX	015171	57,148.00	64.3570698%	36,778.78
004	B	PROX	015172	57,148.00	64.3570698%	36,778.78
004	B	PROX	015173	57,148.00	64.3570698%	36,778.78

004	B	PROX	060151	64,254.00	64.3570698%	41,351.99
004	B	PROX	060152	64,254.00	64.3570698%	41,351.99
004	B	PROX	060153	64,254.00	64.3570698%	41,351.99
004	B	PROX	060154	64,254.00	64.3570698%	41,351.99
004	B	PROX	060155	64,254.00	64.3570698%	41,351.99
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004	B	PROX	060157	64,254.00	64.3570698%	41,351.99
004	B	PROX	060158	64,254.00	64.3570698%	41,351.99
004	B	PROX	060159	64,254.00	64.3570698%	41,351.99
004	B	PROX	060160	64,254.00	64.3570698%	41,351.99
004	B	PROX	060161	64,254.00	64.3570698%	41,351.99
004	B	PROX	060162	64,254.00	64.3570698%	41,351.99
004	B	PROX	060163	64,254.00	64.3570698%	41,351.99
004	B	PROX	060164	64,254.00	64.3570698%	41,351.99
030	B	UTLX	646671	57,148.00	64.3570698%	36,778.78
030	B	UTLX	646672	58,106.00	64.3570698%	37,395.32
				13,338,976.00		8,584,574.09

222 Current Cars in Leveraged Lease

222 Original Car Count	13,338,976	64.3570698%	8,584,574.09
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Replaces PROX015147

Replaces PROX015129
Replaces PROX015155
Replaces PROX015186

Replaces PROX015195
Replaces PROX015223

JAN 18 '06

3-21 PM

TRUST INDENTURE SUPPLEMENT NO. 15 (L-11N)
(UTC Trust No. 1994-A)
(L-11N)

SURFACE TRANSPORTATION BOARD

This Indenture Supplement No. 15 (L-11N) (UTC Trust No. 1994-A) dated January 3, 2006 (this "Indenture Supplement") between (1) U.S. BANK NATIONAL ASSOCIATION (the "Owner Trustee"), as successor to State Street Bank and Trust Company, not in its individual capacity but solely as trustee under the Trust Agreement (UTC Trust No. 1994-A) (L-11N) dated December 15, 1994 (the "Trust Agreement"), between the Owner Trustee in its individual capacity and Bank of America, N.A., successor to NatWest Leasing Corporation, as Owner Participant, and (2) J. P. MORGAN TRUST COMPANY, NATIONAL ASSOCIATION, a national banking association, successor to The First National Bank of Chicago, as Indenture Trustee (the "Indenture Trustee");

WITNESSETH:

WHEREAS, Section 10.01(a)(i) of the Trust Indenture and Security Agreement (UTC Trust No. 1994-A) (L-11N) dated December 15, 1994 (the "Indenture") between the Owner Trustee and the Indenture Trustee provides for the execution and delivery of Indenture Supplements thereto to correct the description of any property at any time subject to the Lien of the Indenture;

WHEREAS, pursuant to Section 11.01 of the Indenture, the Indenture and the trusts created thereby have terminated with respect to certain Units (the "EBO Units") as a result of the termination of the Lease Term pursuant to Section 22.1 of the Lease; and

WHEREAS, the EBO Units are described in the copy of Lease Supplement No. 15 (L-11N) attached hereto as Exhibit A and made a part hereof, and a counterpart of the Indenture is incorporated by reference herein and made a part hereof to the same effect as if such Indenture were set forth herein.

NOW, THEREFORE, in consideration of the premises hereof and the premises and covenants contained in the Indenture, the Indenture Trustee hereby releases all of its right and interest in and to and its Lien in, on and to the EBO Units as of the date hereof and hereby acknowledges that such EBO Units are no longer subject to the pledge and mortgage of the Indenture.

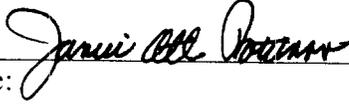
Capitalized terms used but not defined in this Indenture Supplement shall have the meanings given to them in the Indenture. This Indenture Supplement shall be construed as supplemental to the Indenture and shall form a part of it, and the Indenture is hereby incorporated by reference herein and is hereby ratified, approved and confirmed. This Indenture Supplement may be executed by the Owner Trustee and the Indenture Trustee in separate counterparts, each of which when so executed and delivered is an original, but all such counterparts shall together constitute but one and the same Supplement.

IN WITNESS WHEREOF, the Owner Trustee and the Indenture Trustee have caused this Indenture Supplement to be duly executed by their duly authorized officers, as of the day and year first above written.

U.S. BANK NATIONAL ASSOCIATION
not in its individual capacity, but solely as
Owner Trustee

By: _____
Name:
Title:

J. P. MORGAN TRUST COMPANY,
NATIONAL ASSOCIATION, as Indenture
Trustee

By:  _____
Name:
Title: JANICE OTT ROTUNNO
VICE PRESIDENT

STATE OF MASSACHUSETTS)
) SS
COUNTY OF)

On this 22 day of December, 2005, before me personally appeared J. B. NEDEAU, to me personally known, who being by me duly sworn, says that he is VICE PRESIDENT of U.S. Bank 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.

[Notarial Seal]

RACHEL M. SYLVIA
NOTARY PUBLIC
COMMONWEALTH OF MASSACHUSETTS
My commission expires: 12/31/2011

Rachel Sylvia
Notary Public

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this ___ day of _____, 200__, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is _____ of J. P. Morgan Trust Company, 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.

[Notarial Seal]

Notary Public

My commission expires: _____

IN WITNESS WHEREOF, the Owner Trustee and the Indenture Trustee have caused this Indenture Supplement to be duly executed by their duly authorized officers, as of the day and year first above written.

U.S. BANK NATIONAL ASSOCIATION
not in its individual capacity, but solely as
Owner Trustee

By: 
Name: ALISON D.B. NADEAU
Title: VICE PRESIDENT

J. P. MORGAN TRUST COMPANY,
NATIONAL ASSOCIATION, as Indenture
Trustee

By: _____
Name:
Title:

STATE OF MASSACHUSETTS)
) SS
COUNTY OF)

On this ____ day of _____, 200__, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is _____ of U.S. Bank 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.

[Notarial Seal]

Notary Public

My commission expires: _____

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 22nd day of December, 2005, before me personally appeared JANICE OTT ROTUNNO, to me personally known, who being by me duly sworn, says that he is V.P. of J. P. Morgan Trust Company, 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.

[Notarial Seal]

J. Nicholas L. Cole
Notary Public

My commission expires: 2/27/2007

**EXHIBIT A
TO
TRUST INDENTURE SUPPLEMENT NO. 15 (L-11N)
(UTC Trust No. 1994-A) (L-11N)**

**LEASE SUPPLEMENT NO. 15 (L-11N)
(UTC Trust No. 1994-A) (L-11N)**

Dated January 3, 2006

Between

**U.S. BANK NATIONAL ASSOCIATION,
as successor to
STATE STREET BANK AND TRUST COMPANY,
not in its individual capacity except as expressly
provided herein but solely as Owner Trustee,**

Lessor

and

UNION TANK CAR COMPANY,

Lessee

IN WITNESS WHEREOF, Lessor and Lessee have cause 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.

U.S. BANK NATIONAL ASSOCIATION,
not in its individual capacity but solely as
Owner Trustee

By: 
Name: ALISON D.B. NADEAU
Title: VICE PRESIDENT

UNION TANK CAR COMPANY

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

LEASE SUPPLEMENT NO. 15 (L-11N)
(UTC Trust No. 1994-A)

This Lease Supplement No. 15 (L-11N) (UTC Trust No. 1994-A) dated January 3, 2006, between U.S. BANK NATIONAL ASSOCIATION, as successor to State Street Bank and 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. 1994-A) (L-11N) dated December 15, 1994 (the "Lease");

WHEREAS, pursuant to Section 22.1 of the Lease, Lessee exercised its early purchase option on September 28, 2005, to purchase certain Units, which Units are set forth on Schedule A hereto (the "EBO Units"), such purchase to occur simultaneously with the execution hereof;

WHEREAS, upon consummation of the purchase of the EBO Units, the Lease will terminate; and

WHEREAS, the Lessee and Lessor desire to enter into this Lease Supplement to document the termination of the Lease.

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

1. Subject to the execution and delivery of Indenture Supplement No. 15 (L-11N) (UTC Trust No. 1994-A) by Owner Trustee and Indenture Trustee releasing the EBO Units from the Lien of the Indenture, the Lessor hereby releases from the Lease the EBO Units from the Lease as of the date hereof.

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. Capitalized terms used but not defined in this Indenture Supplement shall have the meanings given to them in the Indenture.

3. 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 cause 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.

U.S. BANK NATIONAL ASSOCIATION,
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

STATE OF MASSACHUSETTS)
) SS
COUNTY OF)

On this 22 day of December, 2005, before me personally appeared PERSON D. R. MADRICK, to me personally known, who being by me duly sworn, says that she is VICE PRESIDENT of U.S. Bank 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.

[Notarial Seal]

RACHEL M. SYLVIA
NOTARY PUBLIC
COMMONWEALTH OF MASSACHUSETTS



Notary Public

My commission expires: _____

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this ____ day of _____, 200__, before me personally appeared _____, to me personally known, who being by me duly sworn, says 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.

[Notarial Seal]

Notary Public

My commission expires: _____

LEASE SUPPLEMENT NO. 15 (L-11N) SCHEDULE A

EBO Units

STATE OF MASSACHUSETTS)
) SS
COUNTY OF)

On this ____ day of _____, 200__, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he is _____ of U.S. Bank 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.

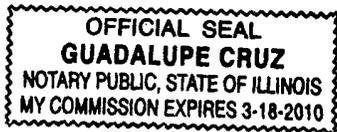
[Notarial Seal]

Notary Public

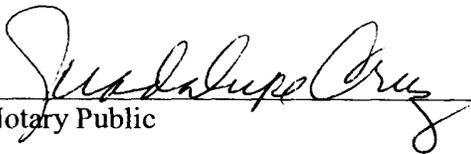
My commission expires: _____

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 21st day of December, 2005, before me personally appeared Mark J. Garrette, to me personally known, who being by me duly sworn, says 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.



[Notarial Seal]



Notary Public

My commission expires: 3.18.2010

Cash Payment

<u>CO Company</u>	<u>GROUP</u>	<u>Mark</u>	<u>Number</u>	<u>Original ETC Cost</u>	<u>Stip Loss %</u>	<u>\$</u>
004	B	PROX	015120	57,148.00	64.3570698%	36,778.78
004	B	PROX	015121	57,148.00	64.3570698%	36,778.78
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004	B	PROX	015168	57,148.00	64.3570698%	36,778.78
004	B	PROX	015169	57,148.00	64.3570698%	36,778.78
004	B	PROX	015170	57,148.00	64.3570698%	36,778.78
004	B	PROX	015171	57,148.00	64.3570698%	36,778.78
004	B	PROX	015172	57,148.00	64.3570698%	36,778.78
004	B	PROX	015173	57,148.00	64.3570698%	36,778.78

Replaces PROX015147

Replaces PROX015129
Replaces PROX015155
Replaces PROX015186

Replaces PROX015195
Replaces PROX015223