THE MARMON GROUP, INC.
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RECEIVED SEP 16 2002 MAIL MANAGEMENT STB

August 30, 2002

VIA FEDERAL EXPRESS

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

RECORDATION NO. 19605-II FILED
SEP 16 '02 12-09 PM
SURFACE TRANSPORTATION BOARD

Re: Union Tank Car Company Trust No. 1995-A (L-13B)
Recordation No. 19605

Dear Sir or Madam:

Enclosed are two originals and two certified copies of each of the documents described below, to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

The primary document to which this is connected is recorded under Recordation No. 19605.

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

State Street Bank and Trust Company
225 Franklin Street
Boston, Massachusetts 02110

Union Tank Car Company
225 West Washington Street
Chicago, Illinois 60606

Bank One, NA
1 Bank One Plaza
Mail code IL1-0126
Chicago, IL 60670

A description of the Equipment covered by the enclosed document follows:
Railroad tank cars as listed in Schedules A to this letter.

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

> Lease Supplemental No. 16, Series 13B, dated as of July 2, 2002, between Union Tank Car Company and State Street Bank and Trust Company, as Trustee.
>
> Trust Indenture supplement No. 16, Trust Indenture No. L-13B, dated July 2, 2002, between State Street (Owner Trustee) and Trust Company and Bank One, NA (Indenture Trustee).

The purpose of Lease Supplement No. 16 (L-13B) is to document that 1 railroad tank car ("Equipment") is being removed from the list of Equipment and 1 car is being substituted therefor.

Please file these documents as supplements to the filing referred to above and return one original of each and the two certified copies of the documents, stamped to show the filing, to me. Enclosed is our check in the amount of $60 for the filing fees for both documents under the same recordation number.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,

Christina

Christina M. Washington
Legal Assistant

encls.

stb 19605-13B

LEASE SUPPLEMENT NO. 16 (L-13B) SCHEDULE A

Unit(s) Suffering an Event of Loss

Built Month	Mark	Car No.	AAR Code	DOT Class
9/95	UTLX	645959	T107	111A100W1

Replacement Unit(s)

Built Month	Mark	Car No.	AAR Code	DOT Class
8/96	UTLX	130339	T055	111A100W5

LEASE SUPPLEMENT NO. 16 (L-13B)
(UTC Trust No. 1995-A)

This Lease Supplement No. 16 (L-13B) (UTC Trust No. 1995-A) dated July 2, 2002, 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 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. 16 (L-13B) Schedule A hereto.

2. Subject to the execution and delivery of Indenture Supplement No. 16 (L-13B) (UTC Trust No. 1995-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. 16 (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.

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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

13b/0030·16

STATE OF MASSACHUSETTS)
) SS
COUNTY OF SUFFOLK)

On this 24ST day of JULY, 2002, before me personally appeared ROLAND S. GUSTAFSEN, 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.

Beverly Ann Burack
Notary Public

[Notarial Seal]

BEVERLY ANN BURACK
Notary Public
My Commission Expires April 16, 2004

My commission expires:

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 26th day of August, 2002, 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.

Christina M. Washington
Notary Public

[Notarial Seal]

My commission expires:

OFFICIAL SEAL
CHRISTINA M WASHINGTON
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES:03/05/05

LEASE SUPPLEMENT NO. 16 (L-13B) SCHEDULE A

Unit(s) Suffering an Event of Loss

Built Month	Mark	Car No.	AAR Code	DOT Class
9/95	UTLX	645959	T107	111A100W1

Replacement Unit(s)

Built Month	Mark	Car No.	AAR Code	DOT Class
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