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SEP 13 2004
RECEIVED

BONNIE E. HEACOCK
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RECORDATION NO. 19092-BB FILED

SEP 13 '04 2-32 PM

SURFACE TRANSPORTATION BOARD

September 10, 2004

VIA FEDERAL EXPRESS

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

Re: Union Tank Car Company
Lease Supplement No. 13 (L-11N)
(UTC Trust No. 1994-A)

Dear Sir or Madam:

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

This secondary document is dated as of July 2, 2004 and is described as follows:

> Lease Supplement No. 13 (L-11N) (UTC Trust No. 1994-A) dated as of July 2, 2004 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, Lessee.

The primary document to which this is connected is recorded under Recordation No. 19092.

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

Lessor: U.S. Bank National Association
Corporate Trust Services
P. O. Box 778
Boston, MA 02102-0778
Attn: Donald E. Smith

Company: Union Tank Car Company
225 West Washington Street
Chicago, IL 60606

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:

> Lease Supplement No. 13 (L-11N) (UTC Trust No. 1994-A) dated as of July 2, 2004 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, Lessee.

The purpose of the Lease Supplement No. 13 is to document the removal of four (4) railroad cars ("Equipment") which have suffered an event of loss from the list of Equipment and to add four (4) railroad cars which are being substituted therefor.

Please file the enclosed document as a supplement to the filing referred to above and return one original and the two certified copies of the document, stamped to show the filing, to me at the address given herein. Also enclosed is a check payable in the amount of $30.00 for the filing fee.

Should you have any questions regarding the enclosure, please call me at (312) 269-5258.

Sincerely,

Bonnie E. Heacock

Bonnie E. Heacock
Paralegal

Enclosures
cc: Patrick J. Allen, Esq. - The Marmon Group, Inc. (w/enc.)

NGEDOCS: 07267N.0001:867179.4

LEASE SUPPLEMENT NO. 13 (L-11N) SCHEDULE A

Unit(s) Suffering an Event of Loss

Built Month	Mark	Car No.	AAR Code	DOT Class
09/93	PROX	15195	T054	TANKCAR
10/93	PROX	15223	T054	TANKCAR
05/94	UTLX	201850	T107	111A100W1
06/94	UTCX	48715	C214	HOPPER

Replacement Unit(s)

Built Month	Mark	Car No.	AAR Code	DOT Class
07/96	UTLX	646671	T105	111A100W1
07/96	UTLX	646672	T105	111A100W1
07/96	UTLX	646674	T105	111A100W1
02/97	UTCX	50320	C214	HOPPER

RECORDATION NO. 19092-BB FILED

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SURFACE TRANSPORTATION BOARD

LEASE SUPPLEMENT NO. 13 (L-11N)
(UTC Trust No. 1994-A)

This Lease Supplement No. 13 (L-11N) (UTC Trust No. 1994-A) dated July 2, 2004, 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"). 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) 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(s) described in Lease Supplement No. 13 (L-11N) Schedule A hereto.

2. Subject to the execution and delivery of Indenture Supplement No. 13 (L-11N) (UTC Trust No. 1994-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 Lessee wishes to delete from the Lease and which are set forth on Lease Supplement No. 13 (L-11N) 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 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: DONALD E. SMITH
Title: VICE PRESIDENT

UNION TANK CAR COMPANY

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

11N/0030-13

NGEDOCS: 07267N.0001:856972.2

STATE OF MASSACHUSETTS)
) SS
COUNTY OF SUFFOLK)

On this 19th day of August, 2004, before me personally appeared DONALD E. SMITH, 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]

My commission expires: 2/7/08

Notary Public

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 10th day of September, 2004, 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.

"OFFICIAL SEAL"
BONNIE E. HEACOCK
Notary Public, State of Illinois
My Commission Expires 1/22/06

[Notarial Seal]

My commission expires: 1/22/06

Bonnie E. Heacock
Notary Public

NGEDOCS: 07267N.0001:856972.2

LEASE SUPPLEMENT NO. 13 (L-11N) SCHEDULE A

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10/93	PROX	15223	T054	TANKCAR
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Replacement Unit(s)

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07/96	UTLX	646672	T105	111A100W1
07/96	UTLX	646674	T105	111A100W1
02/97	UTCX	50320	C214	HOPPER

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

CERTIFICATE

The undersigned, Bonnie E. Heacock, a Notary Public is and for said County and State, hereby states that she has compared the attached copy of Lease Supplement No. 13 (L-11N) dated as of July 2, 2004, 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 10th day of September, 2004.

"OFFICIAL SEAL"
BONNIE E. HEACOCK
Notary Public, State of Illinois
My Commission Expires 1/22/06

Bonnie E. Heacock
Notary Public

NGEDOCS: 07267N.0001:861794.7