



**The Marmon Group LLC**

A Berkshire Hathaway Company

181 West Madison Street, 26th Floor Chicago, Illinois 60602-4510  
Telephone (312) 372-9500 Fax (312) 845-5305 www.marmon.com

22994-V

SEP 02 11 -1 49 PM

~~Surface Transportation Board~~

August 30, 2011

Chief, Section Administration  
Office of Proceedings  
Surface Transportation Board  
Documents for Recordation  
395 E Street, S.W.  
Washington, DC 20423-0001

Re: Union Tank Car Company  
Lease Supplement No. 13 (L-16)  
(UTC Trust No. 2000-A)

Dear Section Officer:

Enclosed are two originals and two 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, 2011 and is described as follows:

Lease Supplement No. 13 (L-16) (UTC Trust No. 2000-A) dated as of July 2, 2011 between Wells Fargo Bank, N.A., 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. 22994.

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

Lessor: Wells Fargo Bank, N.A.  
Corporate Trust Services – 12<sup>th</sup> Floor  
299 South Main Street  
Salt Lake City, UT 84111  
Attn: Alan Doty

Company; Union Tank Car Company  
181 W. Madison Street  
Chicago, IL 60602

Surface Transportation Board  
Documents for Recordation  
August 30, 2011  
Page 2

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:

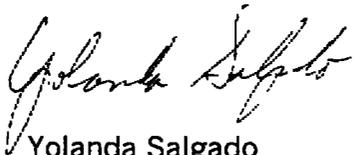
Lease Supplement No. 13 (L-16) (UTC Trust No. 2000-A) dated as of July 2, 2011 between Wells Fargo Bank, N.A. as successor to Norwest Bank Minnesota, National Association, not in its individual capacity but solely as Owner Trustee under the Trust Agreement, Lessor and Union Tank Car Company, Lessee.

The purpose of the Lease Supplement No. 13 is to document the removal of three (3) railroad cars ("Equipment") which have suffered an event of loss from the list of Equipment and to add three (3) 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 two copies of the document, stamped to show the filing, to me at the address given herein. Please bill account No. \_\_\_\_\_ the filing fee.

Should you have any questions regarding the enclosed, please call me at (312) 845-5322.

Sincerely,



Yolanda Salgado  
Legal Administrative Assistant

Enclosures

SEP 12 '11 -1 49 PM

**LEASE SUPPLEMENT NO. 13 (L-16)  
(UTC Trust No. 2000-A)****SURFACE TRANSPORTATION BOARD**

This Lease Supplement No. 13 (L-16) (UTC Trust No. 2000-A) dated as of July 2, 2011, between Wells Fargo Bank, N.A., as successor to Norwest Bank Minnesota, National 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. 2000-A) (L-16) dated June 29, 2000 (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. 13 (L-16) Schedule A hereto.

2. Subject to the execution and delivery of Indenture Supplement No. 13 (L-16) (UTC Trust No. 2000-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. 13 (L-16) 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.

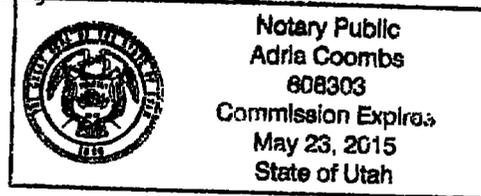


State of Utah )  
 ) SS  
County of Salt Lake )

On this \_\_\_\_\_ day of \_\_\_\_\_, 2011, before me personally appeared Michael Arsenault, to me personally known, who being by me duly sworn, say that he is Vice President of Wells Fargo Bank , N.A., 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.

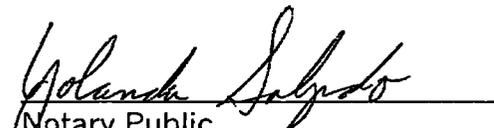
  
\_\_\_\_\_  
Notary Public

My commission expires:  
[Notarial Seal]

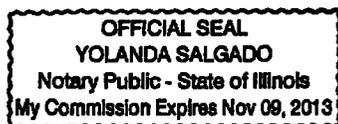


State of Illinois )  
 ) SS  
County of Cook )

On this \_\_\_\_ day of \_\_\_\_\_, 2011, 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.

  
\_\_\_\_\_  
Notary Public

My commission expires:  
[Notarial Seal]



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

Unit(s) Suffering an Event of Loss

<u>Built Month</u>	<u>Mark</u>	<u>Car No.</u>	<u>AAR Code</u>	<u>DOT Class</u>
03/99	PROX	16476	T054	111A100W2
06/99	SHLX	365	T104	211A100W1
01/99	SHLX	323	T104	211A100W2

Replacement Unit(s)

<u>Built Month</u>	<u>Mark</u>	<u>Car No.</u>	<u>AAR Code</u>	<u>DOT Class</u>
12/03	PROX	16695	T054	111A100W2
12/99	PROX	75148	T106	211A100W1
01/99	PROX	75172	T106	211A100W1