UNIVERSAL COMPRESSION HOLDINGS INC Form SC 13D/A July 11, 2001

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13D* (Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)

(Amendment No. 2) *

Universal Compression Holdings, Inc. (Name of Issuer)

Common Stock, par value \$0.01 per share (Title of Class of Securities)

913431-10-2 (CUSIP Number)

Andre Weiss, Esq.
Schulte Roth & Zabel LLP
919 Third Avenue, 19th Floor
New York, New York 10022
(212) 756-2000

(Name, address and telephone number of person authorized to receive notices and communications)

July 3, 2001 (Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following Pages)

(Page 1 of 88 Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP 1	No.	9134	31-10)-2		13D		Page	2 of 88	Pages
(1)	I.R.S	. IDE	ENTIFICA'	PERSONS TION NOS. (ENTITIES		arlan Partner	s III,	L.P.	
(:	2)	CHECK	THE	APPROPR	IATE BOX	IF A MEMB	ER OF A GROUP	**		[] [x]
(3)	SEC U	JSE OI	1LY						
(4)	SOURC	CE OF	FUNDS *	* Not app	olicable				
(LOSURE OF TO ITEMS		OCEEDINGS IS 2(e)			[]
(6) 	CITIZ	ZENSH	IP OR PL	ACE OF ORG	GANIZATIO	N Delaware			
NUMBER	OF		(7)	SOLE VO	TING POWER	₹	1,468,153			
SHARES										
		ιLΥ	(8)	SHARED '	VOTING POV	√ER	0			
EACH REPORT			(9)	SOLE DI	SPOSITIVE	POWER	1,468,153			
PERSON	WIT	Н	(10)	SHARED I	DISPOSITIV	JE POWER	0			
	(11)				I BENEFIC					
	(12)				E AGGREGAT		ES **			[x]
	(13)			OF CLAS	S REPRESEI W (11)	NTED	4.9%			
	(14)	TYP	E OF	REPORTI	NG PERSON	** PN				
				** SEE	INSTRUCT	ONS BEFO	 RE FILLING OU	 T!		

CUSIP No. 913431-10-2 13D Page 3 of 88 Pages

(1) NAME OF REPORTING PERSONS Castle Harlan, Inc. I.R.S. IDENTIFICATION NOS.

	OF ABOVE PERSONS (ENTITIES ONLY)		
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **		[x]
(3)	SEC USE ONLY		
(4)	SOURCE OF FUNDS ** Not applicable		
(5)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		[]
(6)	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
	F (7) SOLE VOTING POWER 0		
	ALLY (8) SHARED VOTING POWER 1,516,761		
OWNED BY	(9) SOLE DISPOSITIVE POWER 0		
REPORTING PERSON WI	ITH (10) SHARED DISPOSITIVE POWER 1,516,761		
(11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,516,761		
(12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES **		[x]
(13	BY AMOUNT IN ROW (11) 5.1%		
(14	1) TYPE OF REPORTING PERSON ** CO		
	** SEE INSTRUCTIONS BEFORE FILLING OUT!	. — — —	
CUSIP No.	. 913431-10-2 13D Page 4 of	88	Pages
(1)	NAME OF REPORTING PERSONS John K. Castle I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **	(a)	[]

	(3)	SEC U	JSE O	NLY						
	(4)	SOUR	CE OF	FUNDS	** Not ar	pplicable				
	(5)				CLOSURE OF		CEEDINGS IS			
	(6)	CITIZ	ZENSH	IP OR PI	LACE OF ORG	GANIZATION	United Sta	ates		
			(7)	SOLE VO	OTING POWER	R	90,909			
SHARE:		LLY	(8)	SHARED	VOTING PO	WER	1,652,982			
OWNED EACH	ВҮ		(9)	SOLE D	SPOSITIVE	POWER	90,909			
REPOR'			(10)	SHARED	DISPOSITIV	VE POWER	1,652,982			
	(11)				NT BENEFICI		D 1,743,891			
	(12)				HE AGGREGAT		S **			[x]
	(13)				SS REPRESEI		5.5%			
	(14)) TYE	PE OF	REPORT	ING PERSON	** IN				
				** SEF	E INSTRUCT:	IONS BEFOR	E FILLING OU	г!		
CUSIP	No.	9134	131-1	0-2		13D		Page 5	of 88	Pages
	(1)	I.R.S	S. ID	ENTIFICA	G PERSONS ATION NOS. (ENTITIES		arlan Partne	rs III,	G.P.,	Inc.
	(2)	CHECF	 K THE	APPROPI	RIATE BOX	IF A MEMBE	R OF A GROUP	**	(a) (b)	[] [x]
	(3)	SEC (JSE O	 NLY						
	(4)	SOUR	CE OF	FUNDS	 ** Not ar	 pplicable				

, ,	REQUI	RED	PURSUANI	CLOSURE (I TO ITEN	MS 2(d)	OR 2				[]
							United St			
NUMBER OF		(7)	SOLE VO	OTING POW	√ER		0			
SHARES										
BENEFICIA	LLY	(8)	SHARED	VOTING E	POWER		1,516,761			
OWNED BY										
EACH		(9)	SOLE DI	ISPOSITIV	VE POWER	l.	0			
REPORTING										
PERSON WI	TH	(10)	SHARED	DISPOSI	TIVE POW	IER	1,516,761			
(11	•			NT BENEFI			1,516,761			
(12	•			HE AGGREC						[x]
(13) PEF	RCENT AMOU	OF CLAS	SS REPRES OW (11)	SENTED		5.1%			
(14) TYE	E OF	REPORTI	ING PERSO	ON **	CO				
			** SEE	E INSTRUC	CTIONS E	EFORE	FILLING OU	T!		
CUSIP No.	9134	131-1	0-2		13D			Page 6	of 88	Pages
(1)	I.R.S	S. ID	ENTIFICA	G PERSONS ATION NOS (ENTITIE	S.	le Ha	arlan Associ	ates III	, L.P.	
(2)	CHECK	THE	APPROPF	RIATE BOX	 K IF A M	EMBEF	R OF A GROUP	**		
									(a) (b)	[x]
(3)	SEC (JSE O	NLY							
(4)	SOURC	CE OF	FUNDS *	** Not	applica	ble				
(5)				CLOSURE (CEEDINGS IS			[]

(6)	CITIZ	ENSH	IP OR PLAC	CE OF OR	GANIZATI	ON	Delaware	Ş			
NUMBER OF		(7)	SOLE VOT	ING POWE	 R	0					
SHARES											
BENEFICIA	LLY	(8)	SHARED VO	OTING PO	WER	1	,516,761				
OWNED BY											
EACH		(9)	SOLE DISE	POSITIVE	POWER	0					
REPORTING											
PERSON WI	ТН	(10)	SHARED D	ISPOSITI	VE POWER	. 1	,516,761				
(11			FE AMOUNT				,516,761				
	IN	ROW	OX IF THE	JDES CER	TAIN SHA	RES	**				[x]
(13) PER	CENT	OF CLASS	REPRESE	NTED						
(14) TYP	E OF	REPORTING	G PERSON	** PN	1					
CUSIP No.	9134	31-1			13D	ORL	FILLING C	Page	7 0	f 88	Pages
	NAME	OF R	EPORTING I ENTIFICAT: PERSONS (I	PERSONS		Wil					
(2)	CHECK	THE	APPROPRI <i>i</i>	ATE BOX	IF A MEM	IBER	OF A GROU	JP **			[] [x]
(3)	SEC U	SE O	NLY								
(4)	SOURC	E OF	FUNDS **	Not a							
(5)			IF DISCLO)				[]
(6)	CITIZ	ENSH	IP OR PLAC	CE OF OR	GANIZATI	ON		States			
NUMBER OF		(7)	SOLE VOT	ING POWE	 R						

SHARES										
BENEFI	CIAL	LY	(8)	SHARED VO	OTING POW	ER	0			
OWNED	BY									
EACH			(9)	SOLE DISF	POSITIVE	POWER	167			
REPORT	ING									
PERSON	WIT	Н	(10)	SHARED DI	SPOSITIV	E POWER	0			
	(11)		_	TE AMOUNT REPORTING			D			
	(12)			 OX IF THE (11) EXCLU			S **			[]
	. ,			OF CLASS		TED 0	.0%			
	(14)	TYP	E OF	REPORTING	G PERSON	** IN				
				** SEE I	INSTRUCTI	ONS BEFOR	E FILLING	OUT!		
CUSIP	No.	9134	31-1(0-2		13D		Page 8	of 88	Pages
	1)	 NAME I.R.S	OF RI		PERSONS		Sylvia Ros		of 88	Pages
(1)	 NAME I.R.S OF AB	OF RI IDI	EPORTING F ENTIFICATI PERSONS (E	PERSONS ON NOS. ENTITIES	ONLY)		sen	(a)	Pages
(1) 1	 NAME I.R.S OF AB	OF RIO	EPORTING FENTIFICATI PERSONS (E	PERSONS ON NOS. ENTITIES	ONLY)	Sylvia Ros	sen	(a)	[]
(2)	NAME I.R.S OF AB CHECK SEC U	OF RI IDIOVE I THE	EPORTING FENTIFICATI PERSONS (E	PERSONS CON NOS. ENTITIES ATE BOX I	ONLY) F A MEMBE	Sylvia Ros	sen	(a) (b)	[]
((1) 1 2) (3) 3 4) 3	NAME I.R.S OF AB CHECK SEC U SOURC	OF RI OVE I THE SE OF	EPORTING FENTIFICATI PERSONS (FENTIFICATI APPROPRIF	PERSONS CON NOS. ENTITIES ATE BOX I Not ap	ONLY) F A MEMBE plicable LEGAL PRC	Sylvia Ros	sen DUP **	(a) (b)	[]
(((1) 1 2) (3) 3 4) 3	NAME I.R.S OF AB CHECK SEC U SOURC CHECK REQUI	OF RI OVE I THE SE OF E OF	EPORTING FENTIFICATI PERSONS (FENTIFICATI APPROPRIFICATI NLY FUNDS **	PERSONS CON NOS. ENTITIES ATE BOX I Not ap	ONLY) F A MEMBE plicable LEGAL PRC 2(d) OR 2	Sylvia Ros	sen DUP **	(a) (b)	[]
	1) 1 2) (2) (3) (4) (5) (6) (6) (6) (7) (6) (7)	NAME I.R.S OF AB CHECK SEC U SOURC CHECK REQUI CITIZ	OF RI OVE I THE THE SE OF BOX RED I ENSH:	EPORTING FENTIFICATI PERSONS (FENTIFICATI APPROPRIFICATI NLY FUNDS **	PERSONS CON NOS. ENTITIES ATE BOX I Not ap OSURE OF CO ITEMS CE OF ORG	ONLY) F A MEMBE Plicable LEGAL PRC 2(d) OR 2	Sylvia Ros	sen DUP **	(a) (b)	[]
(((((((((((((((((((1) 1 2) (2) (3) (4) (5) (6) (6) (7) (7) (7) (7) (7) (7) (7) (7) (7) (7	NAME I.R.S OF AB CHECK SEC U SOURC CHECK REQUI CITIZ	OF RI OVE I THE THE SE OF BOX RED I CONTROL ENSH TO TO THE	EPORTING FENTIFICATI PERSONS (FENTIFICATION APPROPRIFENT NLY FUNDS ** IF DISCLOPENT PURSUANT TENTIFICATION IP OR PLACE	PERSONS CON NOS. ENTITIES ATE BOX I Not ap SURE OF CO ITEMS CE OF ORG	ONLY) F A MEMBE Plicable LEGAL PRC 2(d) OR 2 ANIZATION	Sylvia Ros R OF A GRO CEEDINGS: (e) United	Sen OUP **	(a) (b)	[]

EACH		(9) SOLE DISPOSITIVE POWER 167	
REPORT	ING		
PERSON	WITH	H (10) SHARED DISPOSITIVE POWER 0	
	(11)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 167	
	(12)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES **	[]
	(13)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.0%	
	(14)	TYPE OF REPORTING PERSON ** IN	
		** SEE INSTRUCTIONS BEFORE FILLING OUT!	
CUSIP	No.	913431-10-2 13D Page 9	of 88 Pages
	 (1)		
(]	NAME OF REPORTING PERSONS Howard Weiss I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
((2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **	(a) []
			(a) [] (b) [x]
((3) S	SEC USE ONLY	
((4) S	SOURCE OF FUNDS ** Not applicable	
(CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	[]
	(6)	CITIZENSHIP OR PLACE OF ORGANIZATION United States	
		(7) 0017 407740 00470	
NUMBER	C OF	(7) SOLE VOTING POWER 0	
SHARES			
		LY (8) SHARED VOTING POWER 0	
OWNED	BY		
EACH		(9) SOLE DISPOSITIVE POWER 668	
REPORT	ING		

PERSON WIT	H (10) SHARE	D DISPOSITIVE H	POWER 0		
(11)	AGGREGATE AMO BY EACH REPOR	UNT BENEFICIALI			
(12)	CHECK BOX IF IN ROW (11) E	THE AGGREGATE A			[]
(13)	PERCENT OF CL BY AMOUNT IN	ASS REPRESENTEI ROW (11)			
(14)	TYPE OF REPOR	TING PERSON **	IN		
	** S	EE INSTRUCTIONS	S BEFORE FI	LLING OUT!	
CUSIP No.	913431-10-2	13	3D	Page 1	0 of 88 Pages
(1)	NAME OF REPORTI I.R.S. IDENTIFI OF ABOVE PERSON	CATION NOS.		A. Weiss 1994	Trust
(2)	CHECK THE APPRO	PRIATE BOX IF i			(a) [] (b) [x]
(3)	SEC USE ONLY				
(4)	SOURCE OF FUNDS	** Not appl:	icable		
	CHECK BOX IF DI REQUIRED PURSUA			INGS IS	[]
(6)	CITIZENSHIP OR	PLACE OF ORGAN	IZATION N	ew York	
NUMBER OF	(7) SOLE	VOTING POWER			
BENEFICIAL	LY (8) SHARE	D VOTING POWER	0		
EACH	(9) SOLE				
REPORTING PERSON WIT	H (10) SHARE	D DISPOSITIVE F	POWER 0		
(11)	AGGREGATE AMO	UNT BENEFICIAL	LY OWNED		

BY EACH REPORTING PERSON 167

	(12)					TE AMOUNT TAIN SHARE	S **					[]
					S REPRESE W (11)	NTED 0	.0%					
	(14)	TYI	PE OF	REPORTII	NG PERSON	** 00						
				** SEE	INSTRUCT	IONS BEFOR	E FILLI	NG OU	 JT!			
CUSIP	No.	9134	431-1	0-2		13D			Page 1	.1 of	88	Pages
	(1)	I.R.S	S. ID	ENTIFICA:	PERSONS FION NOS. (ENTITIES		Michae	 el D.	Weiss	1994	Tru	 st
	(2)	СНЕСЬ	 K THE	APPROPR	IATE BOX	IF A MEMBE	R OF A	GROUE	· * *			[x]
	(3)	SEC (JSE O	NLY								
	(4)	SOUR	CE OF	FUNDS *	* Not a	pplicable						
	(5)					LEGAL PRO 2(d) OR 2		S IS]
	(6)	CITI	ZENSH	IP OR PL	ACE OF OR	GANIZATION	New	York				
NUMBE	R OF		(7)	SOLE VO	ring powe	R	0					
SHARE		LLY	(8)	SHARED V	VOTING PO	WER	0					
OWNED EACH			(9)	SOLE DI	SPOSITIVE	POWER	167					
REPOR	TING											
PERSO	N WIT	ГН	(10)	SHARED I	DISPOSITI	VE POWER	0					
	(11)				I BENEFIC NG PERSON	IALLY OWNE	D					
	(12)					TE AMOUNT	S **					[]
	(13)	PEI	RCENT	OF CLAS:	S REPRESE	NTED						

	ВҮ	AMOUI	NT IN ROV	v (11)		0.	0%				
(14))) TYE	E OF	REPORTI	NG PERSON	** 00)					
			** SEE	INSTRUCT	IONS BEI	FORE	FILLING	OUT!			
CUSIP No.	9134	131-10	0-2		13D			Page	12	of 88	Pages
(1)	I.R.S	G. ID	ENTIFICA:	PERSONS FION NOS. (ENTITIES		rcel	Fournie	er			
(2)	CHEC	THE	APPROPR:	IATE BOX	IF A MEN	MBER	OF A GR	OUP **			[] [x]
(3)	SEC U	JSE OI	NLY								
(4)	SOURC	CE OF	FUNDS *	* Not ar							
(5)				LOSURE OF TO ITEMS				IS			[]
(6)	CITIZ	ZENSH	IP OR PLA	ACE OF ORG	GANIZAT	ION	France				
NUMBER OF		(7)	SOLE VO	ring power	₹	C					
BENEFICIA:	LLY	(8)	SHARED V	VOTING POV	√ER	C)				
EACH REPORTING		(9)	SOLE DIS	SPOSITIVE	POWER		668				
PERSON WI	ГН	(10)	SHARED I	DISPOSITIV	JE POWEI						
(11)	•			r benefici NG PERSON		WNED					
(12)				E AGGREGAT							[]
(13)			OF CLASS	S REPRESEN	NTED	0.	0%				
(14)) TYF	E OF	REPORTI	NG PERSON	** II	N				·	

** SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No.	9134	131-1	0-2	13	D		Page	e 13 of 8	8 Pages
(1)	I.R.S	5. ID	EPORTING PE ENTIFICATIC PERSONS (EN	N NOS.		Branford	 Castle	Holdings	, Inc.
(2)	CHECE	THE	APPROPRIAT			CR OF A GR	 OUP **) [x]
(3)	SEC (JSE O	NLY						
(4)	SOUR	CE OF	FUNDS **	00					
(5)			IF DISCLOS PURSUANT TC				IS		[]
(6)	CITIZ	ZENSH	IP OR PLACE	OF ORGANI	ZATION	J Delawa	 re		
		(7)	SOLE VOTIN	IG POWER		0			
SHARES BENEFICIA OWNED BY		(8)	SHARED VOT	ING POWER		0			
EACH REPORTING		(9)	SOLE DISPC	SITIVE POW	ER	9 , 817			
		(10)	SHARED DIS	SPOSITIVE P	OWER	0			
(11			TE AMOUNT B REPORTING			ID			
(12			OX IF THE A			S **			[]
(13			OF CLASS R NT IN ROW ().1%			
(14) TYE	PE OF	REPORTING	PERSON **	CO				
			 ** SEE IN	 ISTRUCTIONS	BEFOR	RE FILLING	OUT!		

CUSIP	No.	9134	131-1	0-2			13	D		Page	14	of 8	38	Pages
	, ,	I.R.S	S. ID	ENTIF	ICATI	ERSONS ON NOS			Leonard M.	Harla	 an			
	(2)	CHEC	THE	APPR	OPRIA	TE BOX	IF A	MEMBE	R OF A GROU	P **				[] [x]
	(3)	SEC U	JSE OI	NLY										
	(4)	SOUR	CE OF	FUND	 S **	Not	appli	cable						
						SURE O			CEEDINGS IS				[]
	(6)	CITIZ	ZENSH	IP OR	PLAC	E OF O	RGANI	ZATION	United S	tates				
NUMBE:			(7)	SOLE	VOTI	NG POW	ER		0					
BENEF	ICIAL	LY	(8)	SHAR	ED VC	TING P	OWER		0					
OWNED			(9)	SOLE	DISP	OSITIV	E POW	 ER	50,316					
REPOR'			(10)	SHAR	ED DI	SPOSIT	IVE P	OWER	0					
	(11)					BENEFI PERSO			D					
	(12)					AGGREG			S **					
	(13)			OF C		REPRES	ENTED		0.1%					
	(14)	TYE	PE OF	REPO	RTING	PERSO	 N **	IN						
				**	SEE I	NSTRUC	TIONS	BEFOR	E FILLING O	 UT!				

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⁽¹⁾ NAME OF REPORTING PERSONS Castle Harlan Offshore Partners III, L.P.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [] ______ (3) SEC USE ONLY (4) SOURCE OF FUNDS ** Not applicable (5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) _____ (6) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware NUMBER OF (7) SOLE VOTING POWER SHARES BENEFICIALLY (8) SHARED VOTING POWER OWNED BY _____ EACH (9) SOLE DISPOSITIVE POWER REPORTING PERSON WITH (10) SHARED DISPOSITIVE POWER 0 (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 24,070 (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ** (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.1% (14) TYPE OF REPORTING PERSON ** PN ** SEE INSTRUCTIONS BEFORE FILLING OUT! CUSIP No. 913431-10-2 13D Page 16 of 88 Pages (1) NAME OF REPORTING PERSONS Castle Harlan Affiliates III, L.P. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) ______

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **

(a) []

	(b)	[x]
(3) SEC USE ONLY		
(4) SOURCE OF FUNDS ** Not applicable		
(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)		[]
(6) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF (7) SOLE VOTING POWER 0		
BENEFICIALLY (8) SHARED VOTING POWER 0		
OWNED BY EACH (9) SOLE DISPOSITIVE POWER 24,538		
REPORTING		
PERSON WITH (10) SHARED DISPOSITIVE POWER 0		
(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 24,538		
(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES **		[]
(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.1%		
(14) TYPE OF REPORTING PERSON ** PN		
** SEE INSTRUCTIONS BEFORE FILLING OUT!		
CUSIP No. 913431-10-2 13D Page 1	7 of 88	Pages
(1) NAME OF REPORTING PERSONS Frogmore Forum Family I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	y Fund,	LLC
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **		[] [x]
(3) SEC USE ONLY		

	(4)	SOUR	CE OF	FUNDS	S **	Not a	appli	cable								
	(5)							GAL PRO			IS				[]	
	(6)	CITIZ	ZENSH	IP OR	PLACE	E OF O	RGANI	ZATION	 I	Delaw	are					
NUMBE	R OF		(7)	SOLE	VOTIN	NG POWI	 ER		0							
SHARE	S															
BENEF	ICIA	LLY	(8)	SHARE	ED VOI	TING PO	OWER		0							
OWNED	BY															
EACH			(9)	SOLE	DISPO	OSITIVI	E POW	JER	5,	590						
REPOR	TING															
PERSO	N WI	TH	(10)	SHARE	ED DIS	SPOSIT	IVE F	OWER	0							
	(11	•				BENEFIO		Y OWNE	D							
	(12					AGGREGA DES CEI		MOUNT SHARE	s *	· *]
	(13			OF CI		REPRESI)	0.0)%						
	(14) TYE	PE OF	REPOF	RTING	PERSO	N **	00								
				** (SEE IN	NSTRUC	TIONS	BEFOR	 E F	'ILLIN	GOU	т!				
CUSIP	No.	9134	131-1	0-2			13	SD.				Page	18 (of 88	Рa	ıges
	(1)	NAME	OF R	EPORTI	ING PE	ERSONS		lon Ba l Atla			 , as	Tru	 stee			
						ON NOS		ιΥ)								
	(2)	CHEC	THE	APPRO	DPRIAT	TE BOX	IF A	MEMBE	R C)F A G	ROUF	**		(a) (b)	_] x]
	(3)	SEC U	JSE O	NLY												
	(4)	SOUR	CE OF	FUNDS	 S **	Not a	appli	cable								
	(5)	CUECE		ים שד						ים דאכם	тс					

REQU	UIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
(6) CIT:	IZENSHIP OR PLACE OF ORGANIZATION New York	
NUMBER OF	(7) SOLE VOTING POWER 0	
SHARES		
BENEFICIALLY	(8) SHARED VOTING POWER 336,023	
OWNED BY		
EACH	(9) SOLE DISPOSITIVE POWER 0	
REPORTING		
PERSON WITH	(10) SHARED DISPOSITIVE POWER 336,023	
	GGREGATE AMOUNT BENEFICIALLY OWNED Y EACH REPORTING PERSON 336,023	
	HECK BOX IF THE AGGREGATE AMOUNT N ROW (11) EXCLUDES CERTAIN SHARES **	[]
	ERCENT OF CLASS REPRESENTED Y AMOUNT IN ROW (11) 1.1%	
(14) T	YPE OF REPORTING PERSON ** EP	
	** SEE INSTRUCTIONS BEFORE FILLING OUT!	
CUSIP No. 913	3431-10-2 13D Page 19 of 88	Pages
I.R	E OF REPORTING PERSONS Bell Atlantic Asset Management Com .S. IDENTIFICATION NOS. ABOVE PERSONS (ENTITIES ONLY)	pany
(2) CHE	CK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **	[] [x]
(3) SEC	USE ONLY	
(4) SOUI	RCE OF FUNDS ** Not applicable	
	CK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS UIRED PURSUANT TO ITEMS 2(d) OR 2(e)	[]
(6) CIT	IZENSHIP OR PLACE OF ORGANIZATION Delaware	

NUMBER OF		(7)	SOLE	VOTING	POWER		0						
SHARES	-												
BENEFICIAI	LLY	(8)	SHARE	IITOV D	NG POWI	ER	267,	523					
OWNED BY	-												
EACH		(9)	SOLE	DISPOS	ITIVE 1	POWER		0					
REPORTING	-												
PERSON WIT	ГН	(10)	SHARE	D DISPO	OSITIVI	E POW	ER	267,6	23				
(11)	BY I	EACH	REPOR	UNT BEI	ERSON	267	,623)					
(12)	CHE	ск во	X IF	THE AGO	GREGATI	E AMO	UNT	3 **					[]
				ASS REI		TED	().9%					
(14)	TYPI	OF	REPOR	TING P	ERSON	**	CO						
CUSIP No.	91343	31-10	-2			13D				Page	20 of	: 88	Pages
(1)			PORTI								20 01		
(2)			NTIFI	NG PERS CATION IS (ENT)	NOS.			 st Uni		 pital			Inc.
	CHECK	OVE P	NTIFI ERSON	CATION	NOS. ITIES (ONLY)	Firs		on Ca			ers,	[]
(3)	CHECK	OVE P	NTIFI ERSON APPRC	CATION	NOS. ITIES (ONLY)	Firs		on Ca			ers,	[]
	SEC US	OVE P THE SE ON	ERSON APPRC	CATION	NOS. ITIES (ONLY)	Firs	R OF F	on Ca	p **	Partn	(a) (b)	[]
(4)	SEC US	THE SE ON	ERSON APPRC LLY FUNDS	CATION S (ENT: PRIATE	NOS. ITIES (BOX II BOX II Not app	ONLY) F A M plica	Firs	R OF F	on Ca	 P ** 	Partn	(a) (b)	[]
(4)	SEC US SOURCE	THE SE ON OF OF BOX RED P	ERSON APPRO LY FUNDS IF DI URSUA	CATION S (ENT: PRIATE ** 1	NOS. ITIES (BOX II Not appropriate of items (ONLY) F A M plica LEGAL 2(d)	Firs	R OF F	on Ca	 p **	Partn	(a) (b)	[] [x]
(4)	SEC US SOURCE CHECK REQUIE	THE THE SE ON OF OF BOX RED P ENSHI	ERSON APPRO LLY FUNDS URSUA P OR	CATION (S (ENT:	NOS. ITIES (BOX II NOT apple of the control of th	ONLY) F A M plica LEGAL 2 (d) ANIZA	Firs EMBER Die PROCOR 2 TION	CEEDIN	on Ca	 p **	Partn	(a) (b)	[] [x]

OWNED	ВҮ															
EACH			(9)	SOLE	DISPO	OSITIV	Æ PO	WER	0							
REPOR	TING															
PERSO	N WIT	Н	(10)	SHARE	ED DIS	SPOSIT	IVE	POWE	lr 	267	,623	3				
	(11)					BENEFI PERSO)						
	(12)				EXCLUE	AGGREG DES CE	ERTAI				. .					[]
						REPRES			0.	9%						
	(14)	TYP	E OF	REPOF	RTING	PERSO)N **	. (0							
				** {	 SEE IN		TION	S BE		 : FI	LLIN	ig ot	 JT!			
CUSIP	No.	9134	31-10	0-2			1	.3D					Page	21 o	f 88	Pages
		I.R.S	. IDE	ENTIF	CATIO	ERSONS ON NOS NTITIE	5.		Firs	t U	Jnion	CO1	rpora	tion		
	(2)	CHECK	THE	APPR(PRIAT	re box	IF	A ME	MBER	OF	' A G	ROUE	**			[] [x]
	(3)	SEC U	SE O	NLY												
	(4)	SOURC	E OF	FUNDS	 3 **	Not	appl	icak	ole							
						SURE O				e)						[]
						E OF O										
	R OF		(7)		VOTIN	NG POW	IER	0								
	ICIAL		(8)	SHARE	TOV D	ΓING P										
EACH			(9)	SOLE	DISPO	OSITIV										
REPOR	TING															

PERSON WI	TH	(10)	SHARED	DISPOSIT	IVE POW	IER	267	,623					
(11				T BENEFI			 D						
(12	•			E AGGREG			 S **						[]
(13			OF CLAS	S REPRES		0 .	.9%						
(14) TYF	E OF	REPORTI	NG PERSO	N **	HC							
			** SEE	INSTRUC	TIONS E	 BEFORE	 E FI	LLING	OUT!				
CUSIP No.	9134	31-1	0-2		13D				Paç	ge 22	of	88	Pages
(1)	I.R.S	. ID	ENTIFICA	PERSONS TION NOS (ENTITIE			st U	nion 1	Nation	nal B	Bank		
(2)	CHECK	THE	APPROPR	IATE BOX	IF A M	IEMBEI	R OF	A GRO	OUP *	*			[] [x]
(3)	SEC U	JSE O	NLY										
(4)	SOURC	E OF	FUNDS *	* Not	applica	able							
(5)				LOSURE O				INGS	IS				[]
(6)	CITIZ	ENSH	IP OR PL	ACE OF O	RGANIZA	ATION		Natio	nal As	ssoci	atio	n	
NUMBER OF		(7)	SOLE VO	TING POW	ier 0								
SHARES													
BENEFICIA	LLY	(8)	SHARED	VOTING P	OWER	267,6	623						
OWNED BY													
EACH		(9)	SOLE DI	SPOSITIV	E POWEF	0 9							
REPORTING													
PERSON WI	TH	(10)	SHARED	DISPOSIT	IVE POW	ÆR	267						
(11				IT BENEFI			D						

	(12)				E AGGREGAT					[]
	(13)				S REPRESEN		0.9%			
	(14)	TYE	PE OF	REPORTI	NG PERSON	** BK				
				** SEE	INSTRUCT	IONS BEFO	RE FILLING	OUT!		
CUSIP	No.	9134	131-10	0-2		13D		Page 23	of 88	Pages
	(1)	NAME	OF RI	 EPORTING	PERSONS	State St	 treet Bank	and Trust	 Compar	 ny, as
					TION NOS. (ENTITIES	ONLY)	Trustee of	DuPont P	ension	Trust
	(2)	CHEC	THE	APPROPR	IATE BOX	IF A MEMBI	ER OF A GRC	UP **		[] [x]
	(3)	SEC U	JSE OI	NLY						
	(4)	SOUR	CE OF	FUNDS *	* Not ap	oplicable				
	(5)				LOSURE OF		OCEEDINGS I 2(e)	s		[]
	(6)	CITIZ	ZENSH	IP OR PL	ACE OF ORG	GANIZATIO	N Massach	usetts		
NUMBE			(7)	SOLE VO	TING POWE		23			
	'ICIAI		(8)	SHARED	VOTING POW	VER 0				
EACH			(9)	SOLE DI	SPOSITIVE	POWER	267,623			
REPOR	RTING									
PERSC	N WIT	ГН	(10)	SHARED	DISPOSITIV	JE POWER	0			
	(11)				T BENEFIC					
	(12)				E AGGREGAT					[]

(13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.9%			
(14) TYPE OF REPORTING PERSON ** OO			
	** SEE INSTRUCTIONS BEFORE FILLING	OUT!		
CUSIP No.	913431-10-2 13D	Page	24 of 88	Pages
(1)	NAME OF REPORTING PERSONS Brown University I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	y Thir	d Century	Fund
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GRO	 UP **		
, ,			(b)	[x]
(3)	SEC USE ONLY			
(4)	SOURCE OF FUNDS ** Not applicable			
	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IN REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	 S		[]
(6)	CITIZENSHIP OR PLACE OF ORGANIZATION Rhode I:	sland		
NUMBER OF	(7) SOLE VOTING POWER 16,726			
SHARES				
BENEFICIA	LLY (8) SHARED VOTING POWER 0			
OWNED BY				
EACH	(9) SOLE DISPOSITIVE POWER 16,726			
REPORTING				
PERSON WI	TH (10) SHARED DISPOSITIVE POWER 0			
(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,726			
(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES **			[]
(13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.1%			
(14) TYPE OF REPORTING PERSON ** OO			

** SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No.	9134	431-10)-2	1:	3D		Page	25	of 88	Pages
(1)	I.R.S	S. IDE	EPORTING PERSONS (ED	ON NOS.		am J. Lovej				
(2)	CHEC	THE	APPROPRIA	TE BOX IF	A MEMBEI	R OF A GROU	 P **			[] [x]
(3)	SEC (JSE OI	NLY							
(4)	SOUR	CE OF	FUNDS **	00						
(5)			IF DISCLOS			CEEDINGS IS				[]
(6)	CITI	ZENSH	IP OR PLACE	E OF ORGAN	IZATION	United S	tates			
NUMBER OF		(7)	SOLE VOTIN	NG POWER		0				
SHARES BENEFICIAL OWNED BY		(8)	SHARED VO	FING POWER		0				
EACH		(9)	SOLE DISPO	OSITIVE PO	WER	167				
PERSON WI		(10)	SHARED DIS	SPOSITIVE	POWER	0				
(11)			FE AMOUNT E REPORTING)				
(12)			OX IF THE A			S **				[]
(13)			OF CLASS F			0.0%				
(14))) TYI	PE OF	REPORTING	PERSON **	IN					
			** SEE IN	NSTRUCTION	S BEFORI	E FILLING O	 UT!			

CUSIP 1	No.	9134	31-10)-2			13	D		Page	26	of	88	Pages
(1	I	NAME OF REPORTING PERSONS Jeffrey M. Siegal I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)												
(2	2) C	CHECK	THE	APPR	OPRIA	re box	IF A	MEMBE	R OF A GRO	OUP **				[] [x]
(3	3) S	SEC U	SE ON	NLY										
(4	4) S	SOURC	E OF	FUND:	 S **	00								
([SURE OF			CEEDINGS 1	IS				[]
(6	6) C	CITIZ	ENSH	IP OR	PLACI	OF OF	RGANI	ZATION	United	States				
NUMBER	OF		(7)	SOLE	IITOV	NG POWE	 ER		0					
SHARES BENEFIC		ĽΥ	(8)	SHARI	ED VO	 ΓING P(OWER		0					
EACH			(9)	SOLE	DISPO	OSITIVE	E POW	ER	1,672					
REPORT:		I	(10)	SHARI	ED DIS	SPOSIT	IVE P	OWER	0					
	(11)					BENEFIC PERSON)					
	(12)					AGGREG <i>i</i> Des cei			S **					[]
	(13)				LASS I	REPRESE (11)	ENTED		0.0%					
	(14)	TYP	E OF	REPOI	RTING	PERSON	4 **	IN						
				** :	SEE II	ISTRUCI	TIONS	BEFOR	E FILLING	OUT!				

CUSIP No. 913431-10-2 13D Page 27 of 88 Pages

(1) NAME OF REPORTING PERSONS David H. Chow

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [] ______ (3) SEC USE ONLY (4) SOURCE OF FUNDS ** Not applicable (5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) _____ (6) CITIZENSHIP OR PLACE OF ORGANIZATION United States NUMBER OF (7) SOLE VOTING POWER SHARES BENEFICIALLY (8) SHARED VOTING POWER OWNED BY _____ EACH (9) SOLE DISPOSITIVE POWER REPORTING PERSON WITH (10) SHARED DISPOSITIVE POWER 0 (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,017 (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ** (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.0% (14) TYPE OF REPORTING PERSON ** IN ** SEE INSTRUCTIONS BEFORE FILLING OUT! CUSIP No. 913431-10-2 13D Page 28 of 88 Pages (1) NAME OF REPORTING PERSONS John Peter Laborde I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) []

(b) [x]

((3)	SEC U	JSE OI	NLY											
((4)	SOURC	CE OF	FUNDS	**	Not a	 pplic	able							
((5)					URE OF				NGS IS	5			[]
((6)	CITIZ	ZENSH	IP OR	 PLACE	OF OR	GANIZ	ATION	un	ited S	States				
NUMBER	ROF		(7)	SOLE	VOTIN	G POWE	 R		0						
SHARES		LLY	(8)	SHARE	D VOT	ING PO	WER		0						
OWNED	ВУ														
EACH			(9)	SOLE	DISPO	SITIVE	POWE	R	16,7	26					
REPORT	ING														
PERSON	I WI	ГН	(10)	SHARE	D DIS	POSITI	VE PO	WER	0						
	(11)					ENEFIC PERSON			D						
	(12)					 GGREGA ES CER			S **						[]
	(13)					 EPRESE: 11)			0.0%						
	(14)	TYF	E OF	REPOR	TING	PERSON	**	IN							
				** S	 EE IN	 STRUCT	IONS	 BEFOR	E FIL	LING (DUT!				
CUSIP	No.	9134	131-10	0-2			13D				Page	29 (of 8	8 1	Pages
((1)	I.R.S	G. ID	ENTIFI	CATIO	RSONS N NOS. TITIES			loyd	Laboro	 de				
((2)	CHECK	THE	APPRO	 PRIAT	E BOX	 IF A 1	 MEMBE	R OF	a grou	JP **			.)	[] [x]
((3)	SEC U	JSE OI	NLY											
((4)	SOURC	CE OF	FUNDS	**	Not a	 pplic	 able							

(- /	CHECK REQUI	RED 1	PURSUA	ANT T	O ITE	MS 2	2 (d)	OR 2	(e)							[
	CITIZ															
NUMBER OF		(7)	SOLE	VOTI	NG PO	WER			0							
SHARES																
BENEFICIA	LLY	(8)	SHARE	ED VO	TING	POWE	ER		0							
OWNED BY																
EACH		(9)	SOLE	DISP	OSITI	VE F	OWE	3	3,	345						
REPORTING																
PERSON WIT	ГН	(10)	SHARE	ED DI	SPOSI	TIVE		VER								
(11)) AGG BY		TE AMO REPOF				ALLY	OWNE								
(12)) CHE		OX IF (11) E			_				*						
(13)	PER BY	RCENT AMOUI	OF CI	LASS :	 REPRE (11)	SENT	ED									
(14)) TYP	E OF	REPOR	RTING	PERS	ON *	*	IN								
			** 5	SEE I	 NSTRU	CTIC	NS I	BEFORI	 E F		 G 01	 JT!				
OCUSIP No	. 913	3431- ⁻	10-2				131)				Page	30	of	88	Page
	NAME	OF RI		CATI	ON NO	s.			Lal	 oorde						
(2)	CHECK	THE	APPRO	PRIA	TE BO	X IF		MEMBE	 R 01	 F A G	ROUI	 P **			 (a)	
															(b)	
(3)	SEC U	JSE OI	NLY													
(4)	SOURC	CE OF	FUNDS	 S **	Not	app	olica	able								
(5)			IF DI							OINGS	IS					

(6)											
NUMBER OF	•				JER						
		(8)	SHARED	VOTING P	POWER	0					
EACH					Æ POWER						
REPORTING PERSON WI					IVE POWEF						
(11	-				CCIALLY OW ON 3,344						
(12	IN	ROW ((11) EXC	CLUDES CE	GATE AMOUN	ARES *	*				[]
				SS REPRES		0 0	0.				
			NT IN RO	OW (11)		0.0	16				
(14			REPORT	ING PERSC	 N ** IN	1					
	IYP	E OF	REPORTI	ING PERSC		1		 !			
(14	IYP	E OF	REPORTI	ING PERSC	 N ** IN	1	'ILLING (DUT!	31	of 88	Pages
CUSIP No.	9134 NAME	31-10 OF RE	REPORTI ** SEE)-2 EPORTING	ING PERSC	13D John F	TORE F	TILLING (Page	31	of 88	Pages
CUSIP No.	9134 NAME I.R.S OF AB	31-10 OF RE IDE	** SEE	E INSTRUC	13D John F	ORE F	ILLING (Page , Jr.	31	(a)	Pages
CUSIP No. (1)	9134 NAME I.R.S OF AB	31-10 OF RE . IDE OVE F	REPORTI ** SEE 0-2 EPORTING ENTIFICA PERSONS APPROPE	E INSTRUC	13D John F S. ONLY)	ORE F	ILLING (Page , Jr.	31	(a)	
CUSIP No. (1) (2)	9134 NAME I.R.S OF AB CHECK	31-10 OF RE OVE F THE	REPORTI ** SEE 0-2 EPORTING ENTIFICA PERSONS APPROPE	E INSTRUCE I	13D John F S. ONLY)	Peter	Laborde	Page , Jr. UP **		(a) (b)	
CUSIP No. (1) (2) (3) (4)	9134 9134 NAME I.R.S OF AB CHECK	31-10 OF RE OVE F THE SE ON	REPORTI ** SEE 0-2 EPORTING ENTIFICA PERSONS APPROPE NLY FUNDS IF DISC	E INSTRUCE I	13D 3 John F 3 S ONLY) 4 IF A MEM	Peter Peter Peter Peter Peter Peter Peter Peter Peter	Laborde	Page , Jr. UP **		(a) (b)	

BENEFICIALLY (8) SHARED VOTING POWER 0 OWNED BY EACH (9) SOLE DISPOSITIVE POWER 3,345 REPORTING PERSON WITH (10) SHARED DISPOSITIVE POWER 0 (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,345 (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ** [] (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.0% (14) TYPE OF REPORTING PERSON ** IN *** SEE INSTRUCTIONS BEFORE FILLING OUT! CUSIP No. 913431-10-2 13D Page 32 of 88 Pages 1.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [] (b) [x] (3) SEC USE ONLY (4) SOURCE OF FUNDS ** Not applicable (5) CHECK BOX IF DISCLOSURE OF LECAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [] (6) CITIZENSHIP OR PLACE OF ORGANIZATION United States	SHARES											
REPORTING PERSON WITH (10) SHARED DISPOSITIVE POWER 0 (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,345 (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ** [] (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.0% (14) TYPE OF REPORTING PERSON ** IN *** SEE INSTRUCTIONS BEFORE FILLING OUT! CUSIP No. 913431-10-2 13D Page 32 of 88 Pages (1) NAME OF REPORTING PERSONS John Tracy Laborde I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (a) [] (b) [x] (3) SEC USE ONLY (4) SOURCE OF FUNDS ** Not applicable (5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [] (6) CITIZENSHIP OR PLACE OF ORGANIZATION United States	BENEFICIALLY		(8)	SHARED '	VOTING P	OWER		0				
REPORTING PERSON WITH (10) SHARED DISPOSITIVE POWER 0 (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,345 (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ** [] (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.0% (14) TYPE OF REPORTING PERSON ** IN *** SEE INSTRUCTIONS BEFORE FILLING OUT! CUSIP No. 913431-10-2 13D Page 32 of 88 Pages (1) NAME OF REPORTING PERSONS John Tracy Laborde I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (3) SEC USE ONLY (4) SOURCE OF FUNDS ** Not applicable (5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [] (6) CITIZENSHIP OR PLACE OF ORGANIZATION United States	OWNED BY											
PERSON WITH (10) SHARED DISPOSITIVE POWER 0 (11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,345 (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ** [] (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.0% (14) TYPE OF REPORTING PERSON ** IN ** SEE INSTRUCTIONS BEFORE FILLING OUT! CUSIP No. 913431-10-2 13D Page 32 of 88 Pages (1) NAME OF REPORTING PERSONS John Tracy Laborde I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (3) SEC USE ONLY (4) SOURCE OF FUNDS ** Not applicable (5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e) [] (6) CITIZENSHIP OR PLACE OF ORGANIZATION United States	EACH		(9)	SOLE DI	SPOSITIV	E POWER	3	3,345				
(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,345 (12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ** [] (13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.0% (14) TYPE OF REPORTING PERSON ** IN *** SEE INSTRUCTIONS BEFORE FILLING OUT! CUSIP No. 913431-10-2 13D Page 32 of 88 Pages (1) NAME OF REPORTING PERSONS John Tracy Laborde I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** (3) SEC USE ONLY (4) SOURCE OF FUNDS ** Not applicable (5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [] (6) CITIZENSHIP OR PLACE OF ORGANIZATION United States	REPORTING											
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The following Items are being amended: Item 1, Item 3, Item 4, Item 5 and Item 6.

Item 1. Security and Issuer.

Item 1 is hereby amended and restated in its entirety as follows:

The Schedule 13D filed on June 9, 2000 (the "Initial Statement") and amended by Amendment No. 1 filed on November 2, 2000 by the Reporting Persons (as defined below) relating to the Common Stock, par value \$0.01 per share (the "Shares"), issued by Universal Compression Holdings, Inc. (the "Issuer"), a Delaware corporation, whose principal executive offices are located at 4440 Brittmoore Road, Houston, Texas 77041, is hereby amended by this Amendment No. 2 to the Schedule 13D.

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Item 3. Source and Amount of Funds and Other Consideration.

Not Applicable.

Item 4. Purpose of the Transaction.

The following is added to Item 4:

The following persons sold an aggregate of 2,666,667 Shares in a registered secondary offering on July 3, 2001 (the "Secondary Offering") in the following amounts: (i) CHP III, 1,468,565 Shares; (ii) CH Offshore, 24,072 Shares; (iii) CH Affiliates, 24,541 Shares; (iv) Frogmore, 5,591 Shares; (v) Branford, 9,628 Shares; (vi) Mr. Harlan, 4,814 Shares; (vii) Mr. Chow, 5,018 Shares; (viii) Mr. Weiss, 669 Shares; (ix) The Michael Trust, 167 Shares; (x) The Marc Trust, 167 Shares; (xi) Mr. Siegal, 1,672 Shares; (xii) Mr. Fournier, 669 Shares; (xiii) Ms. Rosen, 167 Shares; (xiv) Mr. Lovejoy, 167 Shares; (xv) FUCP, 30,053 Shares; (xvi) First Union Merchant Banking 1998-II, LLC ("FUMB"), an affiliate of FUCP, 237,593 Shares (which were transferred by FUCP TO FUMB on June 9, 2000); (xvii) DBCP SBIC, 267,646 Shares; (xviii) DuPont, 267,646 Shares; (xix) Bell Atlantic, 267,646 Shares; (xx) Brown, 16,727 Shares; and (xxi) the Labordes, 33,449 Shares.

As a result of the completion of the Secondary Offering, the Voting Agreement (the "Voting Agreement") dated February 20, 1998 by and among the Company, Castle Harlan Partners III, L.P. and its affiliates, Mellon Bank, N.A., as Trustee for the Bell Atlantic Master Trust ("Bell Atlantic"), First Union Capital Partners, Inc. ("First Union"), BT Capital Partners, Inc. ("BT"), Wilmington Trust, as Trustee of Du Pont Pension Trust ("WT") and Brown University Third Century Fund ("Brown") (collectively Bell Atlantic, First Union, BT, WT and Brown are the "Co-Investors") terminated pursuant to the terms of the Voting Agreement and the Co-Investors are no longer required to file a Schedule 13D with respect to the Shares.

Following the sale of Common Stock in the Secondary Offering, the Reporting Persons, excluding the Co-Investors, beneficially own 1,715,582 Shares of Common Stock or 5.8% of the Common Stock outstanding. The Reporting Persons hold the

remaining Shares of Common Stock for investment purposes.

In connection with the Secondary Offering referred to above, certain of the Reporting Persons identified in the first paragraph to this Item 4 entered into the Purchase Agreement (as defined in Item 6), which is attached as Exhibit 7 hereto and incorporated by reference in its entirety.

Item 5. Interest in Securities of the Issuer.

The first paragraph of Section (a) of Item 5 is hereby amended, in its entirety, as follows:

(a) The approximate aggregate percentage of Shares reported beneficially owned by each person herein is based upon the 28,475,136 Shares

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issued and outstanding as of March 31, 2001 as reflected in the Issuer's 10-K filed June 28, 2001 plus the 1,333,333 Shares issued by the Issuer in the Secondary Offering.

Subsections (a) (i) through (a) (xiii) and (a) (xv) through (a) (xxxiii) of Item 5 are hereby amended and restated, in their entirety, as follows:

- (i) Bell Atlantic owns directly 336,023 Shares, constituting approximately 1.1% of the Shares outstanding. BAAMCO was an investment manager to Bell Atlantic and had the power to direct the trustee of Bell Atlantic with respect to the disposition of and the voting of 267,623 Shares owned by Bell Atlantic. BAAMCO is a direct, wholly-owned subsidiary of Verizon Communications, Inc. Dimension Funds Advisor is an investment manager to Bell Atlantic and has the power to direct the trustee of Bell Atlantic with respect to the disposition and voting of 68,400 Shares owned by Bell Atlantic.
- (ii) FUCP owns directly 267,623 Shares, less than one percent of the Shares outstanding.
- (iii) FUNB owns directly no Shares. By reason of the provisions of Rule 13d-3 of the Exchange Act, FUNB may be deemed to beneficially own the 267,623 Shares owned directly by FUCP, less than one percent of the Shares outstanding.
- (iv) FTU owns directly no Shares. By reason of the provisions of Rule 13d-3 of Exchange Act, FTU may be deemed to beneficially own the 267,623 Shares owned directly by FUCP, less than one percent of the Shares outstanding.
- (v) DBCP SBIC owns directly 267,623 Shares, constituting less than one percent of the Shares outstanding. Each of Taunus, DBCP Inc., DBCP L.P. and DBCP L.L.C. may be deemed to be the beneficial owner of the Shares owned by DBCP SBIC.
- (vi) DuPont owns directly 267,623 Shares, less than one percent of the Shares outstanding.
- (vii) Brown owns directly 16,726 Shares, constituting less than one percent of the Shares outstanding.

- (viii) Mr. Pruellage owns directly 167 Shares, constituting less than one percent of the Shares outstanding.
- (ix) Ms. Rosen owns directly 167 Shares, constituting less than one percent of the Shares outstanding.
- (x) Mr. Weiss owns directly 668 Shares, constituting less than one percent of the Shares outstanding.
- (xi) The Marc Trust owns directly 167 Shares, constituting less than one percent of the Shares outstanding.

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- (xii) The Michael Trust owns directly 167 Shares, constituting less than one percent of the Shares outstanding.
- (xiii) Mr. Fournier owns beneficially (through his individual retirement account) 668 Shares, constituting less than one percent of the Shares outstanding.
- (xv) Mr. Chow owns directly 5,017 Shares, constituting less than one percent of the Shares outstanding.
- (xvi) Mr. Siegal owns directly 1,672 Shares, constituting less than one percent of the Shares outstanding.
- (xvii) Mr. Lovejoy owns directly 167 Shares, constituting less than one percent of the Shares outstanding.
- (xviii) John P. Laborde owns directly 16,727 Shares, constituting less than one percent of the Shares outstanding.
- (xix) Cliffe F. Laborde owns directly 3,345 Shares, constituting less than one percent of the Shares outstanding.
- (xx) Gary L. Laborde owns directly 3,344 Shares, constituting less than one percent of the Shares outstanding.
- (xxi) John P. Laborde, Jr. owns directly 3,345 Shares, constituting less than one percent of the Shares outstanding.
- (xxii) John T. Laborde owns directly 3,344 Shares, constituting less than one percent of the Shares outstanding.
- (xxiii) Mary Adrienne Laborde Parsons owns directly 3,345 Shares, constituting less than one percent of the Shares outstanding.
- (xxiv) Mr. Harlan owns directly 50,316 Shares, constituting less than one percent of the Shares outstanding.
- (xxv) CHI owns directly no Shares. By reason of the provisions of Rule 13d-3 of the Exchange Act, CHI may be deemed to beneficially own 1,516,761 Shares, constituting approximately 5.1% of the Shares outstanding, of which 1,468,153 Shares are owned by CHP III, 24,070 Shares are owned by CH Offshore

and 24,538 Shares are owned by CH Affiliates. CHI disclaims beneficial ownership of those Shares other than those owned directly by it.

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 $\,$ (xxvi) Branford owns directly 9,817 Shares, constituting less than one percent of the Shares outstanding.

(xxvii) CH Offshore owns directly 24,070 Shares, constituting less than one percent of the Shares outstanding.

 $\,$ (xxviii) CH Affiliates owns directly 24,538 Shares, constituting less than one percent of the Shares outstanding.

 (\mbox{xxix}) Frogmore owns directly 5,590 Shares, constituting less than one percent of the Shares outstanding.

(xxx) CHP III owns directly 1,468,295 Shares, constituting approximately 4.9% of the Shares outstanding.

(xxxi) CH Associates owns directly no Shares. By reason of the provisions of Rule 13d-3 of the Exchange Act, CH Associates may be deemed to beneficially own 1,516,761 Shares, constituting approximately 5.1% of the Shares outstanding, of which 1,468,153 Shares are owned directly by CHP III, 24,070 Shares are owned directly by CH Offshore and 24,538 Shares are owned directly by CH Affiliates. CH Associates disclaims beneficial ownership of the Shares, except as to Shares representing the CH Associates's pro rata interest in, and interest in the profits of, CHP III, CH Offshore and CH Affiliates.

(xxxii) CHPGP owns directly no Shares. By reason of the provisions of Rule 13d-3 of the Exchange Act, CHPGP may be deemed to beneficially own 1,516,761 Shares, constituting approximately 5.1% of the Shares outstanding, of which 1,468,153 Shares are owned directly by CHP III, 24,070 Shares are owned directly by CH Offshore and 24,538 Shares are owned directly by CH Affiliates. CHPGP Associates disclaims beneficial ownership of the Shares, except as to Shares representing CH Associates's pro rata interest in, and interest in the profits of, CHP III, CH Offshore and CH Affiliates.

(xxxiii) Mr. Castle owns directly 90,909 Shares. By reason of the provisions of Rule 13d-3 of the Exchange Act, Mr. Castle may be deemed to own beneficially 1,743,891 Shares constituting approximately 5.9% of the Shares outstanding, of which (A) 90,909 Shares are owned directly by him, (B) 1,468,153 Shares are owned directly by CHP III, (C) 151,380 Shares that Mr. Castle serves as voting trustee pursuant to the Voting Trust Agreement, dated as of February 20, 1998 (the "First Voting Trust Agreement"), among the Issuer, the CH Group (other than CHP III and CHI) and John K. Castle, as voting trustee, and (D) 33,449 Shares that Mr. Castle serves as voting trustee pursuant to the Voting Trust Agreement, dated as of December 1, 1998 (the "Second Voting Trust Agreement"), among the Issuer, the Labordes and John K. Castle, as voting trustee. Mr. Castle disclaims beneficial ownership of all such Shares, except as to Shares representing his pro rata interest in, and interest in the profits of, CHI, CHP III, CH Offshore, CH Affiliates, Frogmore and Branford.

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The sixth paragraph of Section (b) of Item 5 is hereby amended and restated as follows:

Each of Messrs. Fournier, Pruellage, Urcis, Chow, Siegal and Lovejoy, Ms. Rosen, the Marc Trust and the Michael Trust has the power to dispose of the Shares directly owned by it, him or her, but have entered into the First Voting Trust Agreement which permits Mr. Castle to vote their Shares.

Each of the Labordes has the power to dispose of the Shares directly owned by him or her, but have entered into the Second Voting Trust Agreement which permits Mr. Castle to vote their Shares.

Section (c) of Item 5 is hereby amended and restated as follows:

(c) The trading, dates, number of Shares purchased or sold and price per share for all transactions in the Common Stock from the 60th day prior to July 3, 2001 until the date of this filing by the Reporting Persons are as follows: None, except for (i) the sales described in Item 4 and (ii) Bell Atlantic purchased 68,400 Shares on June 28, 2001 at a per share purchase price of \$28.50.

A new Section (e) of Item 5 is hereby added as follows:

(e) As a result of the termination of the Voting Agreement, the Co-Investors ceased to be beneficial owners of greater than 5% of the outstanding Shares on July 3, 2001.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer. _____

A new Section (e) of Item 6 is added as follows:

In connection with the Secondary Offering, the Reporting Persons entered into a Purchase Agreement (the "Purchase Agreement") dated as of June 28, 2001 among the Issuer, Universal Compression, Inc., Merrill Lynch & Co., Merrill Lynch, Pierce, Fenner & Smith, Inc. and each of the other Underwriters named in Schedule A thereto, CHP III, CH Offshore, CH Affiliates, Frogmore, Branford, Bell Atlantic, FUCP, DBCP SBIC, DuPont, Brown, The Marc Trust, The Michael Trust, Leonard M. Harlan, Howard Weiss, Marcel Fournier, Sylvia Rosen, David H. Chow, Jeffrey M. Siegal, William J. Lovejoy, and the Labordes. The Purchase Agreement is attached as Exhibit 7 hereto and incorporated by reference herein in its entirety.

As a result of the completion of the Secondary Offering, the Voting Agreement terminated pursuant to the terms of the Voting Agreement and the Co-Investors are no longer required to file a Schedule 13D with respect to the Shares.

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The last paragraph of Item 6 is hereby amended, in its entirety, as follows:

Each of the First Voting Trust Agreement, the Second Voting Trust Agreement, and the Voting Agreement filed as an exhibit to the Initial Statement, is incorporated herein by reference.

Item 7. Materials to be Filed as Exhibits.

Item 7 is hereby amended by adding the following paragraph:

7. Purchase Agreement dated as of June 28, 2001 among the Issuer, Universal Compression, Inc., Merrill Lynch & Co., Merrill Lynch, Pierce, Fenner & Smith, Inc. and each of the other Underwriters named in Schedule A thereto, CHP III, CH Offshore, CH Affiliates, Frogmore, Branford, Bell Atlantic, FUCP, DBCP SBIC, DuPont, Brown, The Marc Trust, The Michael Trust, Leonard M. Harlan, Howard Weiss, Marcel Fournier, Sylvia Rosen, David H. Chow, Jeffrey M. Siegal, William J. Lovejoy, and the Labordes.

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Signatures

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: July 11, 2001

/s/ John K. Castle

JOHN K. CASTLE

MELLON BANK, N.A., SOLELY IN ITS CAPACITY AS TRUSTEE FOR THE BELL ATLANTIC MASTER TRUST, (AS DIRECTED BY VERIZON INVESTMENT MANAGEMENT CORPORATION), AND NOT IN ITS INDIVIDUAL CAPACITY

By: /s/ Carole Bruno

CAROLE BRUNO, AUTHORIZED SIGNATORY

FIRST UNION CAPITAL PARTNERS, INC.

By: /s/ Tracey M. Chaffin

TRACEY M. CHAFFIN, VICE PRESIDENT

AND CHIEF FINANCIAL OFFICER

FIRST UNION NATIONAL BANK

By: /s/ Tracey M. Chaffin
TRACEY M. CHAFFIN, VICE PRESIDENT

FIRST UNION CORPORATION

By: /s/ Tracey M. Chaffin
TRACEY M. CHAFFIN, VICE PRESIDENT

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STATE STREET BANK AND TRUST COMPANY, AS TRUSTEE OF DUPONT PENSION TRUST

By: /s/ Thomas C. Poppey

THOMAS C. POPPEY, VICE PRESIDENT

BROWN UNIVERSITY THIRD CENTURY FUND

By: /s/ John K. Castle

JOHN K. CASTLE

CASTLE HARLAN ASSOCIATES III, L.P., by Castle Harlan Partners III, G.P., Inc., its general partner

By: /s/ John K. Castle

JOHN K. CASTLE

CASTLE HARLAN PARTNERS III, G.P.,

INC.

By: /s/ John K. Castle _____ JOHN K. CASTLE /s/ William M. Pruellage _____ WILLIAM M. PRUELLAGE /s/ Sylvia Rosen _____ SYLVIA ROSEN /s/ Howard Weiss _____ HOWARD WEISS /s/ Marcel Fournier MARCEL FOURNIER /s/ David Chow _____ DAVID CHOW

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/s/ Jeffrey M. Siegal _____ JEFFREY M. SIEGAL /s/ William J. Lovejoy WILLIAM J. LOVEJOY /s/ John Peter Laborde JOHN PETER LABORDE /s/ Cliffe Floyd Laborde CLIFFE FLOYD LABORDE /s/ Gary Lee Laborde GARY LEE LABORDE /s/ John Peter Laborde, Jr. JOHN PETER LABORDE, JR. /s/ John Tracy Laborde _____ JOHN TRACY LABORDE

/s/ Mary Adrienne Laborde Parsons MARY ADRIENNE LABORDE PARSONS THE MARC A. WEISS 1994 TRUST By: /s/ Eli Feit, Trustee THE MICHAEL D. WEISS 1994 TRUST By: /s/ Eli Feit, Trustee CASTLE HARLAN, INC. By: /s/ John K. Castle JOHN K. CASTLE BRANFORD CASTLE HOLDINGS, INC. By: /s/ John K. Castle _____ JOHN K. CASTLE CUSIP No. 913431-10-2 13D Page 49 of 88 Pages ______ /s/ Leonard M. Harlan LEONARD M. HARLAN CASTLE HARLAN OFFSHORE PARTNERS III, L.P., by Castle Harlan, Inc., its investment manager By: /s/ John K. Castle JOHN K. CASTLE CASTLE HARLAN AFFILIATES III, L.P., by Castle Harlan, Inc., its investment manager

By: /s/ John K. Castle

JOHN K. CASTLE

FROGMORE FORUM FAMILY FUND, LLC

By: /s/ John K. Castle

JOHN K. CASTLE

BELL ATLANTIC ASSET MANAGEMENT CO.

By: /s/ Ellen J. Roxby

ELLEN J. ROXBY, DIRECTOR,

INVESTMENT OPERATIONS

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DB CAPITAL PARTNERS SBIC, L.P.

By: DB Capital Partners, L.L.C.,
 its General Partner

By: DB Capital Partners, L.P.,
 its Managing Member

By: DB Capital Partners, Inc.,
 its General Partner

/s/ Andrew Spring
-----ANDREW SPRING

TAUNUS CORPORATION

By: /s/ James T. Byrne, Jr.

JAMES T. BYRNE, JR.

DB CAPITAL PARTNERS, INC.

By: /s/ Andrew Spring
-----ANDREW SPRING

DB CAPITAL PARTNERS, L.P.

By: DB Capital Partners, Inc.,
 its General Partner

By: /s/ Andrew Spring
-----ANDREW SPRING

DB CAPITAL PARTNERS, L.L.C.

By: DB Capital Partners, L.P.
 its Managing Member

By: DB Capital Partners, Inc.,
 its General Partner

By: /s/ Andrew Spring

ANDREW SPRING

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EXHIBIT INDEX

Description of Location of Exhibit Number Exhibit

7

Purchase Agreement, dated Page 52 of 88 as of June 28, 2001, among the Issuer, the Underwriters and the Selling Stockholders