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19506-A

SEP 29 1995

WRITER'S DIRECT DIAL NUMBER:  
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September 29, 1995

BY HAND DELIVERY

Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Sir:

I have enclosed an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an addendum to memorandum of sublease, a primary document, dated as of September 29, 1995.

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

Lessee:  
Union Pacific Railroad Company  
1416 Dodge Street  
Omaha, Nebraska 68179-0001

Lessor:  
Chase Equipment Leasing, Inc.  
One Chase Square - MC5  
Rochester, New York 14643

A description of the equipment covered by the document is more fully described in Addendum 1 to Schedule A attached to the document.

A fee of \$18 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

SEP 29 12 53 PM '95  
LICENSING DIVISION

*Secretary's file - [Signature]*



Interstate Commerce Commission  
Washington, D.C. 20423-0001

9/29/95

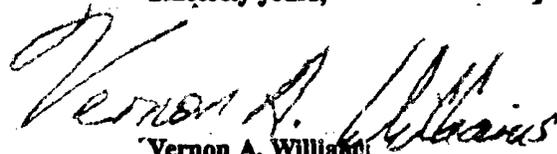
Office Of The Secretary

John R. Tyler, Jr.  
Nixon, Hargrave, Devans & Doyle  
Clinton Square  
Post Office Box 1051  
Rochester, NY 14603-051

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/29/95 at 12:55PM, and assigned recordation number(s). 19506-A, 19507-A and ~~19508-A~~  
19519-A

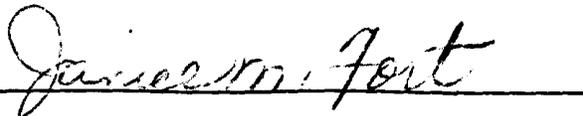
Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 63.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



ADDENDUM TO MEMORANDUM OF SUBLEASE  
OF RAILROAD EQUIPMENT

19506-A

1995

THIS ADDENDUM refers to the MEMORANDUM OF SUBLEASE OF RAILROAD EQUIPMENT recorded with the Interstate Commercial Commission on June 29, 1995, number 19506, evidencing the sublease of Equipment, pursuant to the Equipment Schedule dated as of June 30, 1995 to the Sublease Agreement dated as of June 30, 1995 (collectively the "Sublease") between Chase Equipment Leasing, Inc., having its principal place of business at One Chase Square MC5, Rochester, New York 14643 (the "Lessor"), and Union Pacific Railroad Company, a Utah Corporation (the "Lessee").

The parties have agreed to add additional railcars to the Sublease as described in Addendum 1 to Schedule A attached hereto (the "Items"). The Lessee has leased from the Lessor all the Items at the rentals and upon the terms and conditions provided in the Sublease.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Addendum to Memorandum of Sublease as of this 29th day of September, 1995.

LESSOR

LESSEE

CHASE EQUIPMENT LEASING, INC.

UNION PACIFIC RAILROAD COMPANY

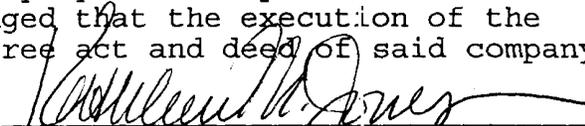
By: *E. J. Kowalski*  
Title: PRESIDENT

By: *Charles R. Eide*  
Title: Vice President-Purchasing

STATE OF NEW YORK  
COUNTY OF MONROE

On this 27 day of September, 1995, before me personally appeared Edward J. Perkowski, to me personally known, who being by me duly sworn, says that he is the President of CHASE EQUIPMENT LEASING, INC., that the foregoing instrument was signed on behalf of said company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

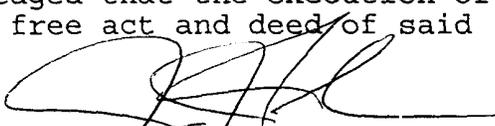
(seal)

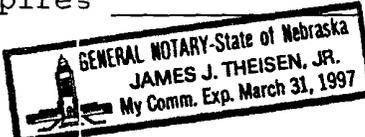
  
Signature of Notary Public  
My Commission expires \_\_\_\_\_  
KATHLEEN M. JONES  
Notary Public in the State of New York  
Monroe County  
Commission Expires March 3, 1996

STATE OF NEBRASKA  
COUNTY OF DOUGLAS

On this 27 day of September, 1995, before me personally appeared Charles R. Eisele, to me personally known, who being by me duly sworn, says that (s)he is the Vice President - Trucking of UNION PACIFIC RAILROAD COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(seal)

  
Signature of Notary Public  
My Commission expires \_\_\_\_\_

  
GENERAL NOTARY-State of Nebraska  
JAMES J. THEISEN, JR.  
My Comm. Exp. March 31, 1997

ADDENDUM 1  
TO  
SCHEDULE A  
TO  
MEMORANDUM OF SUBLEASE

Date: September 29, 1995

The following Equipment is hereby added to the Schedule or Exhibit described above:

A. Steel, 4000 to 5200 Cubic Food Jumbo Covered Hoppers:

<u>Car Markings/Numbers</u>				<u>Car Markings/Numbers</u>			
C113	MKT	4128	1	C113	MP		722781
C113	MKT	4144	1	C113	MP		722792
C113	MKT	4399	1	C113	MP		723078
C113	MP	716134	1	C113	MP		723258
C113	MP	716142	1	C113	MP		723274
C113	MP	716316	1	C113	MP		723352
C113	MP	716651	1	C113	MP		723409
C113	MP	717123	1	C113	MP		723432
C113	MP	717146	1	C113	MP		723435
C113	MP	717149	1	C113	MP		723496
C113	MP	717176	1	C113	MP		723526
C113	MP	717302	1	C113	MP		723586
C113	MP	717378	1	C113	MP		723663
C113	MP	717411	1	C113	MP		723724
C113	MP	717412	1	C113	MP		723771
C113	MP	717434	1	C113	MP		723777
C113	MP	717437	1	C113	MP		723792
C113	MP	717522	1	C113	MP		723796
C113	MP	717553	1	C113	MP		723873
C113	MP	717780	1	C113	MP		723954
C113	MP	717901	1	C113	MP		723982
C113	MP	717959	1	C113	MP		724017
C113	MP	718111	1	C113	MP		724109
C113	MP	718134	1	C113	MP		724187
C113	MP	718157	1	C113	MP		724212
C113	MP	718315	1	C113	MP		724228
C113	MP	718482	1	C113	MP		724280
C113	MP	718521	1	C113	MP		724290
C113	MP	718717	1	C113	MP		724294
C113	MP	718758	1	C113	MP		724357
C113	MP	722380	1	C113	MP		724377
C113	MP	722385	1	C113	UP		21432
C113	MP	722458	1	C113	UP		21500
C113	MP	722481	1	C113	UP		21521
C113	MP	722521	1	C113	UP		71029

Car Markings/Numbers

Car Markings/Numbers

C113	UP	71329	1
C113	UP	71362	1
C113	UP	71367	1
C113	UP	71402	1
C113	UP	71430	1
C113	UP	71450	1
C113	UP	71679	1
C113	UP	71930	1
C113	UP	71950	1
C113	UP	71987	1
C113	UP	72031	1
C113	UP	72127	1
C113	UP	72310	1
C113	UP	72502	1
C113	UP	72656	1
C113	UP	72734	1
C113	UP	72824	1
C113	UP	73009	1
C113	UP	73048	1
C113	UP	73371	1
C113	UP	73392	1
C113	UP	73445	1
C113	UP	73579	1
C113	UP	73790	1
C113	UP	74129	1
C113	UP	74138	1
C113	UP	74212	1
C113	UP	74251	1
C113	UP	74374	1
C113	UP	74490	1
C113	UP	74764	1
C113	UP	74838	1
C113	UP	75200	1
C113	UP	75388	1
C113	UP	75389	1
C113	UP	75401	1
C113	UP	75501	1
C113	UP	75637	1
C113	UP	75700	1
C113	UP	75792	1
C113	UP	75829	1
C113	UP	75973	1
C113	UP	76133	1
C113	UP	76434	1
C113	UP	76447	1
C113	UP	76489	1
C113	UP	76783	1
C113	UP	78201	1

C113	UP	78213
C113	UP	78337
C113	UP	78427
C113	UP	78462
C113	UP	79232
C113	UP	79580
C113	UP	79717
C113	UP	79801
C113	UP	83155
C113	UP	83161
C113	UP	84086
C113	UP	85683
C113	UP	86098
C113	UP	87401
C114	UP	88484
C313	UP	21415
C313	UP	21419
C313	UP	21446
C313	UP	21461
C313	UP	21477
C313	UP	21494
C313	UP	21510
C313	UP	21520
C313	UP	21527
C313	UP	21569
C313	UP	21576
C313	UP	21577
C313	UP	21591
C313	UP	21636
C313	UP	21644
C313	UP	23339
C313	UP	23510
C313	UP	240019
C313	WP	11980
	Subtotal	

152

B. Covered Gondolas

Car Markings/Numbers

E241	MP	950058	1
E241	MP	950064	1
E241	MP	950080	1
E241	MP	950090	1
E241	MP	950095	1
E441	MP	950008	1
E441	MP	950015	1
E441	MP	950020	1
E441	MP	950028	1
E441	MP	950030	1
E441	MP	950037	1
E441	MP	950040	1
E541	UP	97408	1
E640	UP	97052	1
E640	UP	97068	1
F311	MKT	14027	1
F311	MKT	14029	1
F311	MKT	14037	1
F311	MKT	14040	1
F311	MKT	14043	1
F311	MKT	14045	1
F311	MKT	14046	1
F311	MKT	14048	1
	Subtotal		23

C. 60 Foot Equipped Box Cars

Car Markings/Numbers

Car Markings/Numbers

A606	MP	267457	1
A636	MP	267368	1
A636	MP	267390	1
A636	MP	267394	1
A636	MP	267411	1
A636	MP	267428	1
A636	MP	267431	1
A636	MP	267458	1
A636	MP	267460	1
A636	MP	267475	1
A636	MP	267484	1
A636	MP	267493	1
A636	MP	267499	1
A636	MP	267509	1
A636	MP	267531	1
A636	MP	267540	1
A636	MP	267546	1
A636	MP	267548	1
A636	MP	267555	1
A636	MP	267570	1
A636	MP	267577	1
A636	MP	267582	1
A636	MP	267587	1
A636	MP	267594	1
A636	MP	267620	1
A636	MP	267622	1

A636	MP	267625
A636	MP	267662
A636	MP	267671
A636	MP	267693
A636	MP	267722
A636	MP	267724
A636	MP	267725
A636	MP	267751
A636	MP	267752
A636	MP	267761
A636	MP	267773
A636	MP	267778
A636	MP	267781
A636	MP	267787
A636	MP	267807
A636	MP	267813
A636	MP	267818
A636	MP	267820
A636	MP	267827
A636	MP	267828
A636	MP	267831
A636	MP	267847
A636	MP	267849
A636	MP	267854
A636	MP	267857
	Subtotal	

D. Steel Rotary Open-Top Hoppers

Car Markings/Numbers

Car Markings/Numbers

H351	UP	44591	1	H351	UP	45534
H351	UP	44717	1	H351	UP	45579
H351	UP	44767	1	H351	UP	45592
H351	UP	44935	1	H351	UP	45595
H351	UP	45138	1	H351	UP	45601
H351	UP	45146	1	H351	UP	45616
H351	UP	45220	1	H351	UP	45634
H351	UP	45284	1	H351	UP	45657
H351	UP	45381	1	H351	UP	45660
H351	UP	45385	1	H351	UP	45684
H351	UP	45414	1	H351	UP	45724
H351	UP	45426	1	H351	UP	45775
H351	UP	45499	1	H351	UP	45874
				H351	UP	45886
				H351	UP	45898
					Subtotal	

Nixon, Hargrave, Devans & Doyle LLP

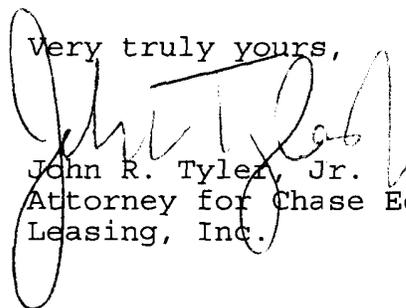
Sidney L. Strickland, Jr.  
September 29, 1995  
Page 2

John R. Tyler, Jr.  
Nixon, Hargrave, Devans & Doyle LLP  
P.O. Box 1051  
Clinton Square  
Rochester, New York 14603

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

The primary document is an addendum to the Memorandum of Sublease of Railroad Equipment recorded with the Interstate Commerce Commission on June 29, 1995, number 19506. The addendum describes additional railcars which are now under the Sublease.

Very truly yours,



John R. Tyler, Jr.  
Attorney for Chase Equipment  
Leasing, Inc.

bjs