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June 1, 1998

RECORDATION NO. 21140-A FILED

JUN 3 '98 11-40 AM

Counterparts Mrs Adams

BY HAND DELIVERY

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Department of Transportation
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 Lease, a secondary document, dated as of March 11, 1998.

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

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

Lessee:
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 to Schedule A attached hereto.

A fee of $24 is enclosed. Please return the original and any extra copies not needed by the Surface Transportation Board for recordation to:

R179216.1

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 secondary document is an addendum to the Memorandum of Lease of Railroad Equipment dated as of December 11, 1997, recorded with the Surface Transportation Board on January 5, 1998, number 21140. This addendum adds an additional 353 railcars to the Lease, more fully described on the Addendum to Schedule A attached hereto.

Very truly yours,

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

JRT/mak
Enclosures

RECORDATION NO. 21140-A FILED

JUN 3 '98 11-40 AM

ADDENDUM TO MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT

THIS ADDENDUM refers to the MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT recorded with the Surface Transportation Board on January 5, 1998, number 21140, evidencing the lease of Equipment, pursuant to the Equipment Schedule dated as of December 11, 1997 to the Lease Agreement dated as of December 11, 1997 (the "Lease") between Chase Equipment Leasing, Inc., having its principal place of business at One Chase Square MC5, Rochester, New York 14643 (the "Lessee"), and Union Pacific Railroad Company, a Delaware corporation (the "Lessor").

The parties have agreed to add additional railcars to the Lease as described in the Addendum 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 Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Addendum to Memorandum of Lease as of this 11th day of March, 1998.

LESSEE	LESSOR
CHASE EQUIPMENT LEASING, INC.	UNION PACIFIC RAILROAD COMPANY
By: _____ Edward J. Perkowski	By: _____ John B. Larsen
Title: Executive Vice President	Title: Assistant Treasurer

R168142.1

STATE OF NEW YORK
COUNTY OF MONROE

On this 27 day of May, 1998, before me personally appeared Edward J. Perkowski, to me personally known, who being by me duly sworn, says that he is the Executive Vice 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

(seal)

..ATHLEEN M. JONES
..ary Public, State of New York
No. 01JO4854252
..alified in Monroe County
..ficate Filed in Monroe County
.. Expires March 3, 2000

Signature of Notary Public
My Commission expires _____

STATE OF TEXAS
COUNTY OF DALLAS

On this 11TH day of MAY, 1998, before me personally appeared John B. Larsen, to me personally known, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that the foregoing instrument was signed 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.

(seal)

Signature of Notary Public
My Commission expires 10-12-1999

BEVERLY J. JOSEPH
NOTARY PUBLIC
State of Texas
Comm. Exp. 10-12-1999

ADDENDUM TO SCHEDULE A
TO
MEMORANDUM OF LEASE
OF RAILROAD EQUIPMENT

Date: March 11, 1998

AAR Type	Initial	Number	Count
Boxcars			
A407	MP	368107	1
A603	UP	961115	1
A606	WP	3735	1
A606	WP	3736	1
A606	WP	3764	1
A632	MP	269164	1
A633	SP	654505	1
A633	SP	654544	1
A633	SP	654569	1
A633	SP	654605	1
A633	SP	654637	1
A633	SP	654737	1
A636	CNW	91522	1
A806	MP	271082	1
A806	MP	271711	1
A806	MP	271712	1
A806	MP	272030	1
A806	SSW	65053	1
A806	UP	980186	1
A806	UP	980418	1
A806	UP	980451	1
A806	WP	86069	1
A806	WP	86081	1
A806	WP	86100	1
A830	UP	980211	1
A836	UP	980308	1
Total			26
Covered Hoppers			
C113	CNW	173871	1
C113	CNW	174037	1
C113	CNW	174619	1
C113	CNW	178090	1
C113	CNW	178228	1
C113	CNW	178920	1
C113	CNW	460633	1
C113	CNW	471189	1
C113	CNW	752108	1

C113	CNW	752774	1
C113	MP	716200	1
C113	MP	723147	1
C113	MP	723627	1
C113	MP	724078	1
C113	UP	72746	1
C113	UP	72886	1
C113	UP	79689	1
C113	UP	85673	1
C113	UP	86049	1
C313	UP	240026	1
C314	UP	222317	1
Total			21

Gondolas

E530	CNW	89010	1
E530	CNW	89036	1
E530	CNW	89085	1
E530	CNW	130074	1
E530	CNW	130127	1
E530	CNW	130128	1
E530	CNW	130132	1
E530	CNW	130143	1
E530	CNW	130154	1
E530	CNW	130172	1
E530	CNW	130218	1
E530	CNW	130220	1
E530	CNW	130230	1
E530	CNW	130261	1
E530	CNW	130276	1
E530	CNW	130296	1
E530	CNW	340263	1
E530	CNW	340314	1
E530	CNW	741000	1
E530	CNW	741004	1
E530	DRGW	56102	1
E531	CNW	340024	1
E531	CNW	340107	1
E531	CNW	340115	1
E531	CNW	340136	1
E531	CNW	741042	1
E531	DRGW	56463	1
E534	MP	640901	1
E534	MP	640926	1
E534	MP	641215	1
E534	MP	641383	1
E534	MP	641497	1
E534	MP	641978	1
E534	MP	642072	1
E534	MP	642897	1
E534	UP	32551	1
E534	UP	97007	1
E540	CNW	89003	1

E540	MP	697021	1
E540	MP	697080	1
E540	MP	697106	1
E540	MP	697135	1
E540	UP	97015	1
E541	UP	97011	1
E541	UP	97208	1
E541	UP	97236	1
E541	UP	97380	1
E541	UP	97461	1
E541	UP	97482	1
E541	UP	97546	1
E541	UP	97580	1
E541	UP	97586	1
E541	UP	97590	1
E541	UP	97604	1
E541	UP	97618	1
E541	UP	97632	1
E541	UP	97665	1
E541	UP	97667	1
E541	UP	97684	1
E541	UP	97687	1
E544	UP	97084	1
E544	UP	97607	1
E640	MP	697009	1
E640	MP	697026	1
E640	MP	697046	1
E640	UP	97022	1
E640	UP	97033	1
E640	UP	97050	1
E640	UP	97074	1
E730	MP	650136	1
E730	MP	650345	1
E730	MP	650441	1
E730	MP	650513	1
E730	MP	650558	1
E730	MP	650594	1
E730	MP	650956	1
E730	MP	650989	1
E730	MP	651146	1
E730	MP	651154	1
E730	MP	651254	1
E730	MP	651265	1
G547	MP	697055	1
Total			82

Open Top Hoppers			
H350	CNW	63090	1
H350	CNW	63098	1
H350	CNW	63115	1
H350	CNW	63629	1
H350	CNW	63687	1

H350	CNW	135169	1
H350	CNW	135409	1
H350	CNW	135440	1
H350	CNW	135443	1
H350	CNW	135614	1
H350	CNW	135636	1
H350	MKT	10879	1
H350	MP	582696	1
H350	MP	582930	1
H350	MP	582937	1
H350	MP	583144	1
H350	MP	587851	1
H350	MP	587964	1
H350	MP	588018	1
H350	MP	588023	1
H350	MP	588113	1
H350	MP	588153	1
H350	MP	588239	1
H350	MP	588252	1
H350	MP	588352	1
H350	MP	588533	1
H350	MP	588590	1
H350	MP	588785	1
H350	MP	588896	1
H350	MP	588919	1
H350	UP	36293	1
H350	UP	36381	1
H350	UP	36445	1
H350	UP	37589	1
H350	UP	37672	1
H350	UP	37780	1
H350	UP	37801	1
H350	UP	38207	1
H350	UP	38223	1
H350	UP	39450	1
H350	UP	39719	1
H350	UP	40154	1
H350	UP	40414	1
H350	UP	40594	1
H350	UP	40861	1
H350	UP	40864	1
H350	UP	40950	1
H350	UP	41047	1
H350	UP	41237	1
H351	CNW	870021	1
H351	CNW	870054	1
H351	CNW	870329	1
H351	DRGW	40984	1
H351	UP	44046	1
Total			54

Insulated
Boxcars

R410	MP	780710	1
R410	MP	780754	1
R410	MP	780781	1
R410	MP	780824	1
R410	MP	780844	1
R410	MP	780864	1
R410	UP	450147	1
R410	UP	450259	1
R410	UP	450335	1
R410	UP	450338	1
R410	UP	450358	1
R410	UP	450380	1
R410	UP	450444	1
R410	UP	450642	1
Total			14

Autoracks

V961	TTGX	910306	1
V961	TTGX	910901	1
V961	TTGX	910916	1
V961	TTGX	942255	1
V961	TTGX	942328	1
V971	TTGX	150242	1
V971	TTGX	150262	1
V971	TTGX	150413	1
V971	TTGX	150462	1
V971	TTGX	150469	1
V971	TTGX	150545	1
V971	TTGX	150585	1
V971	TTGX	150604	1
V971	TTGX	150768	1
V971	TTGX	150810	1
V971	TTGX	151093	1
V971	TTGX	151148	1
V971	TTGX	151239	1
V971	TTGX	151287	1
V971	TTGX	151405	1
V971	TTGX	151592	1
V971	TTGX	151624	1
V971	TTGX	151832	1
V971	TTGX	151845	1
V971	TTGX	151912	1
V971	TTGX	151979	1
V971	TTGX	152010	1
V971	TTGX	152024	1
V971	TTGX	152104	1
V971	TTGX	152116	1
V971	TTGX	152184	1
V971	TTGX	152495	1
V971	TTGX	152818	1
V971	TTGX	152866	1
V971	TTGX	152918	1
V971	TTGX	153481	1

V971	TTGX	153512	1
V971	TTGX	153752	1
V971	TTGX	153872	1
V971	TTGX	153917	1
V971	TTGX	153994	1
V971	TTGX	154123	1
V971	TTGX	154306	1
V971	TTGX	154539	1
V971	TTGX	154577	1
V971	TTGX	154611	1
V971	TTGX	154973	1
V971	TTGX	155366	1
V971	TTGX	155415	1
V971	TTGX	155418	1
V971	TTGX	156031	1
V971	TTGX	156036	1
V971	TTGX	156071	1
V971	TTGX	156104	1
V971	TTGX	156149	1
V971	TTGX	156233	1
V971	TTGX	156573	1
V971	TTGX	156672	1
V971	TTGX	156847	1
V971	TTGX	157725	1
V971	TTGX	157930	1
V971	TTGX	158032	1
V971	TTGX	158316	1
V971	TTGX	158435	1
V971	TTGX	158641	1
V971	TTGX	158646	1
V971	TTGX	158943	1
V971	TTGX	159053	1
V971	TTGX	159735	1
V971	TTGX	159738	1
V971	TTGX	159847	1
V971	TTGX	159889	1
V971	TTGX	159966	1
V971	TTGX	160052	1
V971	TTGX	160113	1
V971	TTGX	160184	1
V971	TTGX	160245	1
V971	TTGX	160266	1
V971	TTGX	160268	1
V971	TTGX	160446	1
V971	TTGX	160482	1
V971	TTGX	160544	1
V971	TTGX	160755	1
V971	TTGX	160757	1
V971	TTGX	160835	1
V971	TTGX	253460	1
V971	TTGX	253579	1
V971	TTGX	254956	1
V971	TTGX	255896	1

V971	TTGX	255900	1
V971	TTGX	256083	1
V971	TTGX	600194	1
V971	TTGX	600713	1
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V971	TTGX	603027	1
V971	TTGX	603121	1
V971	TTGX	603180	1
V971	TTGX	603542	1
V971	TTGX	603581	1
V971	TTGX	603716	1
V971	TTGX	603767	1
V971	TTGX	603964	1
V971	TTGX	604028	1
V971	TTGX	604103	1
V971	TTGX	604110	1
V971	TTGX	604179	1
V971	TTGX	604212	1
V971	TTGX	604247	1
V971	TTGX	604251	1
V971	TTGX	604370	1
V971	TTGX	604429	1
V971	TTGX	604632	1
V971	TTGX	910490	1
V971	TTGX	911000	1
V971	TTGX	911151	1
V971	TTGX	911195	1
V971	TTGX	911345	1
V971	TTGX	911655	1
V971	TTGX	911956	1
V971	TTGX	912279	1
V971	TTGX	913114	1
V971	TTGX	913139	1
V971	TTGX	914017	1
V971	TTGX	941589	1
V971	TTGX	942512	1
V971	TTGX	942517	1
V971	TTGX	942525	1
V971	TTGX	942530	1
V971	TTGX	942531	1
V971	TTGX	942842	1
V971	TTGX	962001	1
V971	TTGX	962925	1
V971	TTGX	963111	1
V971	TTGX	964325	1
V971	TTGX	964442	1
V971	TTGX	964815	1
V971	TTGX	965003	1
V971	TTGX	965094	1
V971	TTGX	965683	1
V971	TTGX	965697	1
V971	TTGX	965782	1
V971	TTGX	975012	1

V971	TTGX	975070	1
V971	TTGX	975093	1
V971	TTGX	975097	1
V971	TTGX	975100	1
V971	TTGX	975103	1
V971	TTGX	975144	1
V971	TTGX	975212	1
V971	TTGX	975256	1
V971	TTGX	975260	1
V971	TTGX	975276	1
V971	TTGX	975284	1
V971	TTGX	976100	1
V971	TTGX	976104	1
V971	TTGX	977181	1
Total			156
Grand Total			353