

The equipment covered by the document is listed in Schedule A hereto, and bears the reporting marks and road numbers of Union Pacific Railroad Company listed therein.

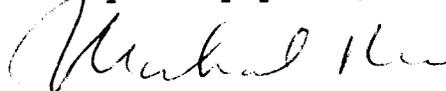
The recordation fee of \$21.00 is enclosed. After recordation, please return the counterparts not needed by the Commission, stamped with the Commission's recordation data, to Allen H. Harrison, Jr., Donelan, Cleary, Wood & Maser, P.C., 1100 New York Avenue, N.W., Washington, D.C. 20005.

A short summary of the document for use in the index follows:

Memorandum of Lease Supplement dated as of September 15, 1995, among First Security Bank of Utah, N.A. (as trustee for Fleet Credit Corporation), as lessor, Union Pacific Railroad Company, as lessee, and Harris Trust and Savings Bank, as assignee, covering 420 open top hopper cars, 100 boxcars, 166 bi-level autoracks, and 21 tri-level autoracks.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



Michael Rice

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

Encl.



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

9/27/95

Office Of The Secretary

Michael Rice
Cravath, Swaine & Moore
WorldWide Plaza
825 Eighth Avenue
New York, New York 10019-7475

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 9/27/95 at 11:15AM, and assigned recordation number(s). 19617, 19618 and 19618-A.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(010079026)
(010079027)
(010079028)

\$ 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

SEP 2 10 15 AM '95

MEMORANDUM OF LEASE SUPPLEMENT dated as of September 15, 1995, among FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, not in its individual capacity but solely as trustee under a Trust Agreement dated as of the date hereof with Fleet Credit Corporation (hereinafter, in such capacity, called the **Lessor**), UNION PACIFIC RAILROAD COMPANY, a Utah corporation (hereinafter called the **Lessee**), and HARRIS TRUST AND SAVINGS BANK, as indenture trustee under the Trust Indenture and Security Agreement referred to below (hereinafter, in such capacity, called the **Indenture Trustee**).

WHEREAS the Lessor and the Lessee have entered into that certain Lease Agreement dated as of June 15, 1995, and a supplement thereto covering certain railroad equipment described in said supplement;

WHEREAS a Memorandum of Lease Agreement dated as of June 15, 1995, covering the railroad equipment covered by said supplement and described in Schedule A to said memorandum has been filed with the Interstate Commerce Commission pursuant to section 11303 of Title 49 of the United States Code on June 28, 1995, and assigned recordation number 19494;

WHEREAS the Lessor and the Indenture Trustee have entered into that certain Trust Indenture and Security Agreement dated as of June 15, 1995, and supplements thereto, pursuant to which the aforesaid Lease Agreement and supplements thereto have been assigned by the Lessor to the Indenture Trustee;

WHEREAS a Memorandum of Lease Assignment dated as of June 15, 1995, covering the assignment recited in the preceding paragraph has been filed with the Interstate Commerce Commission pursuant to section 11303 of Title 49 of the United States Code on June 28, 1995, and assigned recordation number 19494-A;

WHEREAS the Lessor, the Lessee and the Indenture Trustee are entering into that certain Lease and Indenture Supplement No. 2, supplementing the aforesaid Lease Agreement to include the railroad equipment listed in Schedule A hereto, bearing the reporting marks and road numbers of Union Pacific Railroad Company and its affiliates shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor.

IN WITNESS WHEREOF, the parties wish to show for the public record the ownership of the said railroad equipment by the Lessor and the leasehold interest therein of the Lessee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

FIRST SECURITY BANK OF UTAH,
NATIONAL ASSOCIATION, not in its
individual capacity but solely as
trustee, as aforesaid

by Wm M Darr
ASSISTANT VICE PRESIDENT

UNION PACIFIC RAILROAD COMPANY

by John D. Darr
Assistant Treasurer

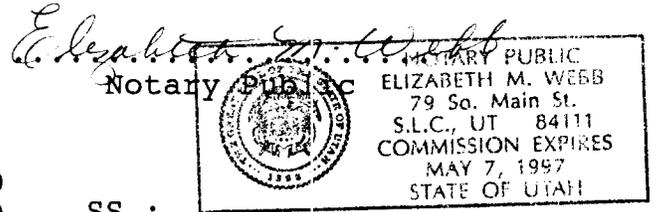
HARRIS TRUST AND SAVING BANK,
as indenture trustee, as aforesaid

by W. D. Darr
Assistant Vice President

STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this *25th* day of September, 1995, before me personally appeared Nancy M. Dahl, to me personally known, who, by me being duly sworn, says that she is an Assistant Vice President of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, and that the foregoing instrument was signed on behalf of said association by authority of its board of directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

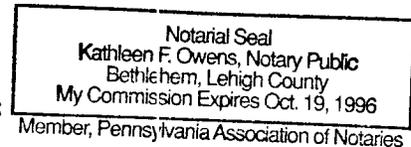
My commission expires
COMMONWEALTH OF PENNSYLVANIA)
)
COUNTY OF LEHIGH)



On this *21st* day of September, 1995, before me personally appeared John B. Larsen, to me personally known, who, by me being duly sworn, says that he is an 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.

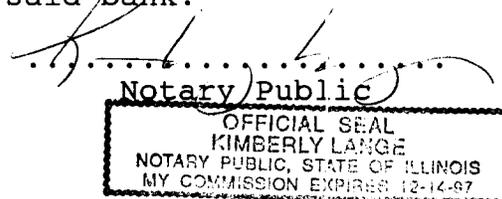
My commission expires
STATE OF ILLINOIS)
)
COUNTY OF COOK)

Kathleen F. Owens
Notary Public



On this *22nd* day of September, 1995, before me personally appeared D. G. DONOVAN, to me personally known, who, by me being duly sworn, says that he is an Assistant Vice President of HARRIS TRUST AND SAVINGS BANK, that the foregoing instrument was signed on behalf of said bank 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 bank.

My commission expires



SCHEDULE A
(Fleet Credit Corporation)

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers (Inclusive)</u>
420	110-ton covered hopper cars	UP	89350--89481 89483--89518 89520--89571 89573--89579 89581--89585 89587 89589--89604 89606 89608--89615 89618--89622 89624--89629 89631 89633--89657 89660--89661 89663--89773 89775--89786
100	100-ton boxcars	CNW	520000--520099
166	Bi-level autoracks	UPL	91384, 91624 91626--91628 91780, 91789, 91792, 91799--91802 91804--91806 91809--91834 91844--91968
21	Tri-level autoracks	UPL	91350--91370

SCHEDULE A
(Fleet Credit Corporation)

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers (Inclusive)</u>
420	110-ton covered hopper cars	UP	89350--89481 89483--89518 89520--89571 89573--89579 89581--89585 89587 89589--89604 89606 89608--89615 89618--89622 89624--89629 89631 89633--89657 89660--89661 89663--89773 89775--89786
100	100-ton boxcars	CNW	520000--520099
166	Bi-level autoracks	UPL	91384, 91624 91526--91628 91780, 91789, 91792, 91799--91802 91304--91806 91809--91834 91844--91968
21	Tri-level autoracks	UPL	91350--91370