

19494-E

CRAVATH, SWAINE & MOORE

WORLDWIDE PLAZA
825 EIGHTH AVENUE
NEW YORK, NY 10019-7475

TELEPHONE: (212) 474-1000
FACSIMILE: (212) 474-3700

33 KING WILLIAM STREET LONDON EC4R 9DU ENGLAND
TELEPHONE: 44-171-606-1421
FACSIMILE: 44-171-860-1150

SUITE 2609, ASIA PACIFIC FINANCE TOWER
CITIBANK PLAZA
3 GARDEN ROAD, CENTRAL
HONG KONG
TELEPHONE: 852-2509-7200
FACSIMILE: 852-2509-7272

WRITER'S DIRECT DIAL NUMBER
(212) 474-1820

DANIEL P. CUNNINGHAM
KRIS F. HEINZELMAN
B. ROBBINS KIESSLING
ROGER D. TURNER
PHILIP A. GELSTON
RORY O. MILLSON
NEIL P. WESTREICH
FRANCIS P. BARRON
RICHARD W. CLARY
WILLIAM P. ROGERS, JR.
JAMES D. COOPER
STEPHEN L. GORDON
ROBERT A. KINDLER
DANIEL L. MOSLEY
GREGORY M. SHAW
PETER S. WILSON
JAMES C. VARDELL, III
ROBERT H. BARON
KEVIN J. GREHAN

W. CLAYTON JOHNSON
STEPHEN S. MADSEN
C. ALLEN PARKER
MARC S. ROSENBERG
WILLIAM B. BRANNAN
LEWIS R. STEINBERG
SUSAN WEBSTER
WILLIAM H. WIDEN
TIMOTHY G. MASSAD
DAVID MERCADO
ROWAN D. WILSON
JOHN T. GAFFNEY
PETER T. BARBUR
SANDRA C. GOLDSTEIN
PAUL MICHALSKI
THOMAS G. RAFFERTY
MICHAEL S. GOLDMAN

ALLEN F. MAULSBY
JOHN R. HUPPER
SAMUEL C. BUTLER
JOHN F. HUNT
GEORGE J. GILLESPIE, III
THOMAS D. BARR
MELVIN L. BEDRICK
GEORGE T. LOWY
ROBERT ROSENMAN
ALAN J. HRUSKA
JOHN E. YOUNG
JAMES M. EDWARDS
DAVID G. ORMSBY
RICHARD J. HIEGEL
FREDERICK A.O. SCHWARZ, JR.
CHRISTINE BESHAR
ROBERT S. RIFKIND
DAVID BOIES
DAVID O. BROWNWOOD

PAUL M. DODYK
RICHARD M. ALLEN
THOMAS R. BROME
ROBERT D. JOFFE
HERBERT L. CAMP
ALLEN FINKELSON
RONALD S. ROLFE
PAUL C. SAUNDERS
MARTIN L. SENZEL
DOUGLAS D. BROADWATER
ALAN C. STEPHENSON
MAX R. SHULMAN
STUART W. GOLD
JOHN W. WHITE
JOHN E. BEERBOWER
EVAN R. CHESLER
PATRICIA GEOGHEGAN
D. COLLIER KIRKHAM
MICHAEL L. SCHLER

December 1, 1995

19494-E

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, we submit herewith for recording with the Commission original counterparts of the document described below.

This document is a Memorandum of Lease Assignment Supplement, a "secondary document", dated as of November 15, 1995. The primary document to which this is related is the Memorandum of Lease Assignment dated as of June 15, 1995, recorded with the Commission under recordation number 19494-A.

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

ASSIGNOR: First Security Bank of Utah,
National Association, as trustee for
Fleet Credit Corporation
79 South Main Street
Salt Lake City, Utah 84111

ASSIGNEE: Harris Trust and Savings Bank
311 West Monroe
Chicago, Illinois 60606

Counterparts

12-1-95

LESSEE: Union Pacific Railroad Company
Eighth and Eaton Avenues
Bethlehem, Pennsylvania 18018

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.

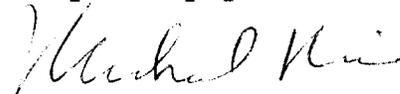
The recordation fee of \$21.00 is enclosed. After recordation, please return the counterparts not needed by the Commission, stamped with the Commission's recordation data, to Allen H. Harrison, Jr., Donelan, Cleary, Wood & Maser, P.C., 1100 New York Avenue, N.W., Washington, D.C. 20005.

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

Memorandum of Lease Assignment Supplement dated as of November 15, 1995, between First Security Bank of Utah, N.A. (as trustee for Fleet Credit Corporation), as assignor, Harris Trust and Savings Bank, as assignee, and Union Pacific Railroad Company, as lessee, covering the Lease and Indenture Supplement covering 212 covered hopper cars and 10 bi-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.

SCHEDULE A
(Fleet Credit Corporation)

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers (Inclusive)</u>
212	110-ton covered hopper cars	UP	89432, 89519, 89572, 89580, 89536, 89588, 89605, 89607, 89616, 89617, 89623, 89630, 89632, 89658, 89659, 89662, 89774, 90155--90349
10	Bi-level autoracks	UPL	91422, 91835--91843

MEMORANDUM OF LEASE ASSIGNMENT SUPPLEMENT dated as of November 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 **Assignor**), 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 **Assignee**).

WHEREAS the Assignor 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;

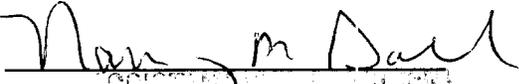
WHEREAS the Assignor and the Assignee have entered into that certain Trust Indenture and Security Agreement dated as of June 15, 1995, and supplements thereto, pursuant to which the aforesaid Lease Agreement and supplements thereto have been assigned by the Assignor to the Assignee;

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 Assignor, the Lessee and the Assignee are entering into that certain Lease and Indenture Supplement No. 3, supplementing the aforesaid Lease Agreement and Security to assign to the Assignee the aforesaid Lease Agreement and said Lease and Indenture Supplement No. 3 in respect of 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.

IN WITNESS WHEREOF, the parties wish to show for the public record the assignment of the aforesaid Lease Agreement and Lease and Indenture Supplement No. 3 to the Assignee, 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 
Assistant Vice President

UNION PACIFIC RAILROAD COMPANY

by 
Assistant Treasurer

HARRIS TRUST AND SAVINGS BANK

by 
Assistant Vice President

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

On this 29th day of November, 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.

Andrea Fredrickson
Notary Public

My commission expires

COMMONWEALTH OF PENNSYLVANIA)
) SS.:
COUNTY OF LEHIGH)



NOTARY PUBLIC
ANDREA FREDRICKSON
79 South Main 3rd Fl.
S.L.C., UT 84111
COMMISSION EXPIRES
JUNE 15, 1999
STATE OF UTAH

On this 28th day of November, 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.

Valerie A. Madea

Notary Public
Valerie A. Madea, Notary Public
Allen Twp., Northampton County
My Commission Expires Oct. 10, 1998
Member, Pennsylvania Association of Notaries

My commission expires 10/10/98
STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this 30th day of November, 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.

Kimberly Lande
Notary Public

My commission expires



SCHEDULE A
(Fleet Credit Corporation)

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers (Inclusive)</u>
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