

19495-B

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EVAN R. CHESLER  
PATRICIA GEOGHEGAN  
D. COLLIER KIRKHAM  
MICHAEL L. SCHLER

December 1, 1995

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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 Indenture Supplement, a "secondary document", dated as of November 15, 1995. The primary document to which this is related is the Memorandum of Indenture and Security Agreement dated as of June 15, 1995, recorded with you under recordation number 19495.

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

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

SECURED PARTY,  
MORTGAGEE; Harris Trust and Savings Bank  
311 West Monroe  
Chicago, Illinois 60606

*Counterparts*

1995 DEC 1 2 58 PM EST

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.

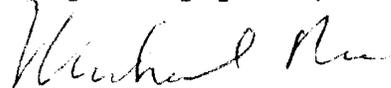
The recordation fee of \$21.00 is enclosed. After recordation, please return the counterparts not needed by the Commission, stamped with the Commission's recordation data, to Allen H. Harrison, Jr., Donelan, Cleary, Wood & Maser, P.C., 1100 New York Avenue, N.W., Washington, D.C. 20005.

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

Memorandum of Indenture Supplement dated as of November 15, 1995, among First Security Bank of Utah, N.A. (as trustee for Fleet Credit Corporation), as debtor and mortgagor, Harris Trust and Savings Bank, as secured party and mortgagee, and Union Pacific Railroad Company, as lessee, 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<br/>Marks</u> | <u>Road Numbers<br/>(Inclusive)</u>  |
|-----------------|--------------------------------|----------------------------|--|
| 212             | 110-ton covered<br>hopper cars | UP                         | 89482, 89519,<br>89572, 89580,<br>89586, 89588,<br>89605, 89607,<br>89616, 89617,<br>89623, 89630,<br>89632, 89658,<br>89659, 89662,<br>89774,<br>90155--90349 |
| 10              | Bi-level autoracks             | UPL                        | 91422,<br>91835--91843   |

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PM

MEMORANDUM OF INDENTURE 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 **Mortgagor**), UNION PACIFIC RAILROAD COMPANY Company (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 **Mortgagee**).

WHEREAS the Mortgagor and the Mortgagee have entered into that certain Indenture and Security Agreement dated as of June 15, 1995, and a supplement thereto, pursuant to which the Mortgagor has granted to the Mortgagee a security interest in and mortgage and charge on all the Mortgagor's estate, right, title and interest in and to the railroad equipment and related property described in said Indenture and Security Agreement and said supplement;

WHEREAS a Memorandum of Indenture and Security 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 19495;

WHEREAS the Mortgagor, the Lessee and the Mortgagee are entering into that certain Lease and Indenture Supplement No. 3, pursuant to which the Mortgagor has granted to the Mortgagee a security interest in and mortgage and charge on all the Mortgagor's estate, right, title and interest in and to the railroad equipment described in Schedule A hereto and 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 mortgage of and security interest in the aforesaid property in favor of the Mortgagee, 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

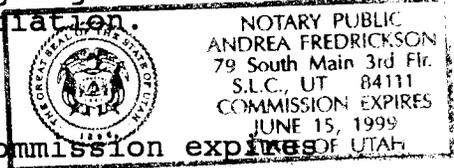
HARRIS TRUST AND SAVING BANK

by   
Assistant Vice President

STATE OF UTAH )  
 )  
COUNTY OF SALT LAKE )

SS.

On this 27th 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

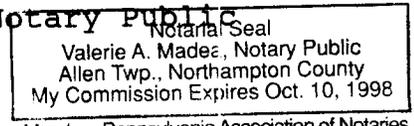
My commission expires June 15, 1999

COMMONWEALTH OF PENNSYLVANIA )  
 )  
COUNTY OF LEHIGH )

SS.:

On this 27th 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



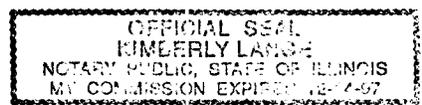
My commission expires 10/10/98

STATE OF ILLINOIS )  
 )  
COUNTY OF COOK )

SS.:

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 Langohr*  
Notary Public



My commission expires

SCHEDULE A  
(Fleet Credit Corporation)

| <u>Quantity</u> | <u>Description</u>             | <u>Reporting<br/>Marks</u> | <u>Road Numbers<br/>(Inclusive)</u>  |
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| 10              | Bi-level autoracks             | UPL                        | 91422,<br>91835--91843   |