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19495-C

February 12, 1996

Recordation No. 19495-C

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11301, we submit herewith for recording with the Surface Transportation Board original counterparts of the document described below.

This document is a Memorandum of Indenture Supplement, a "secondary document", dated as of February 1, 1996. The primary document to which this is related is the Memorandum of Indenture and Security Agreement dated as of June 15, 1995, recorded with the Interstate Commerce Commission 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

FEB 12 1 57 PM '96

County of Salt Lake

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

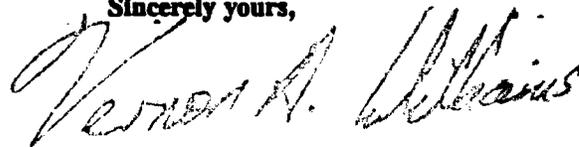
2/12/96

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 2/12/96 at 2:00PM, and assigned recordation number(s). 19495-C.

Sincerely yours,



Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 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



MEMORANDUM OF INDENTURE SUPPLEMENT dated as of February 1, 1996, 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 then 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. 4, 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.

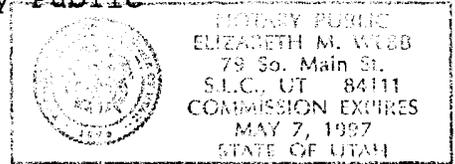
STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this 8th day of February, 1996, 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.

Elizabeth M. Webb
Notary Public

My commission expires

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

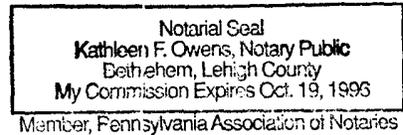


On this 9th day of February, 1996, before me personally appeared John B. Larsen, to me personally known, who, by me being duly sworn, says that he is an Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

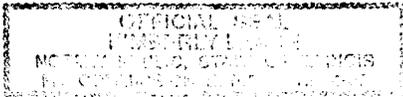
Kathleen F. Owens
Notary Public

My commission expires

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)



On this 7th day of February, 1996, 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.



[Signature]
Notary Public

My commission expires

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 Board, stamped with the Board'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 February 1, 1996, 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 500 covered hopper cars.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



Michael Rice

Secretary
Surface Transportation Board
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

Encl.