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Cravath, Swaine & Moore

19496-13

SEP 26 1995 AIR

19496-B

September 26, 1995

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 Supplement, a "secondary document", dated as of September 20, 1995. The primary document to which this is related is the Memorandum of Lease Agreement dated as of June 20, 1995, recorded with the Commission under recordation number 19496.

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

- LESSOR: First Security Bank of Utah,
National Association, as trustee for
Norlease, Inc.
79 South Main Street
Salt Lake City, Utah 84111
- LESSEE: Union Pacific Railroad Company
Eighth and Eaton Avenues
Bethlehem, Pennsylvania 18018
- ASSIGNEE: Harris Trust and Savings Bank
311 West Monroe
Chicago, Illinois 60606

LICENSING BRANCH
SEP 27 11 25 AM '95

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.

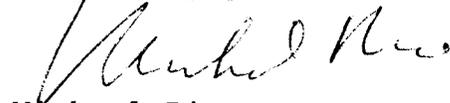
The recordation fee of \$21.00 is enclosed. After recordation, please return the counterparts not needed by the Commission, stamped with the Commission's recordation data, to Allen H. Harrison, Jr., Donelan, Cleary, Wood & Maser, P.C., 1100 New York Avenue, N.W., Washington, D.C. 20005.

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

Memorandum of Lease Supplement dated as of September 20, 1995, among First Security Bank of Utah, N.A. (as trustee for Norlease, Inc.), as lessor, Union Pacific Railroad Company, as lessee, and Harris Trust and Savings Bank, as assignee, covering 245 covered hopper cars.

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
(Norlease, Inc.)

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers (Inclusive)</u>
245	110-ton covered hopper cars	UP	89787--89851 89853--89857 89859--89879 89881--89889 89891--89893 89895--89906 89908--89942 89944--89949 89951 89954--89959 89961--89964 89972--89976 89980--89987 89989--89999 90001--90002 90004--90008 90010 90015--90027 90031--90037 90046--90048 90052--90058 90064--90074 90076--90079 90084

19496-B

19496-B
SEP 28 1995

MEMORANDUM OF LEASE SUPPLEMENT dated as of September 20, 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 Norlease, Inc. (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 20, 1995, and a supplement thereto covering certain railroad equipment described in said supplement;

WHEREAS a Memorandum of Lease Agreement dated as of June 20, 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 19496;

WHEREAS the Lessor and the Indenture Trustee have entered into that certain Trust Indenture and Security Agreement dated as of June 20, 1995, and supplements thereto, pursuant to which the aforesaid Lease Agreement and supplements thereto have been assigned by the Lessor to the Indenture Trustee;

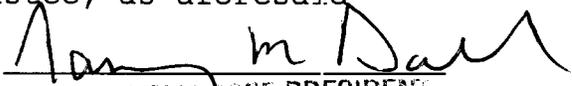
WHEREAS a Memorandum of Lease Assignment dated as of June 20, 1995, covering the assignment recited in the preceding paragraph has been filed with the Interstate Commerce Commission pursuant to section 11303 of Title 49 of the United States Code on June 28, 1995, and assigned recordation number 19496-A;

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


ASSISTANT VICE PRESIDENT

UNION PACIFIC RAILROAD COMPANY

by


Assistant Treasurer

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

by


Assistant Vice President

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

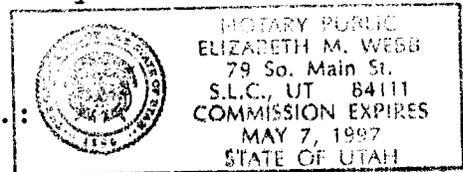
On this *25th* day of September, 1995, before me personally appeared Nancy M. Dahl, to me personally known, who, by me being duly sworn, says that she is an Assistant Vice President of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, and that the foregoing instrument was signed on behalf of said association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

E. Elizabeth M. Webb
Notary Public

My commission expires

COMMONWEALTH OF PENNSYLVANIA)
)
COUNTY OF LEHIGH)

SS.:



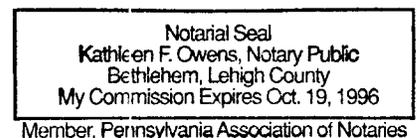
On this *21st* day of September, 1995, before me personally appeared John B. Larsen, to me personally known, who, by me being duly sworn, says that he is an Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kathleen F. Owens
Notary Public

My commission expires

STATE OF ILLINOIS)
)
COUNTY OF COOK)

SS.:

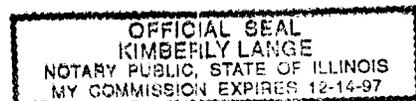


On this *22nd* day of September, 1995, before me personally appeared D. G. DONOVAN, to me personally known, who, by me being duly sworn, says that he is an Assistant Vice President of HARRIS TRUST AND SAVINGS BANK, that the foregoing instrument was signed on behalf of said bank by authority of its board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

Kimberly Lange
Notary Public

My commission expires

[4567-101/ICCMEM2.NOR/MDR/4208]



SCHEDULE A
(Norlease, Inc.)

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