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19507-A

1995 PM

Counterparts - [illegible]

September 29, 1995

BY HAND DELIVERY

Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Sir:

I have enclosed an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an addendum to memorandum of lease, a primary document, dated as of September 29, 1995.

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

Lessor:
Union Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179-0001

Lessee:
Chase Equipment Leasing, Inc.
One Chase Square - MC5
Rochester, New York 14643

A description of the equipment covered by the document is more fully described in Addendum 1 to Schedule A attached to the document.

A fee of $18 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

ROC12:96910

19507-A

1995

ADDENDUM TO MEMORANDUM OF LEASE
OF RAILROAD EQUIPMENT

THIS ADDENDUM refers to the MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT recorded with the Interstate Commercial Commission on June 29, 1995, number 19507, evidencing the lease of Equipment, pursuant to the Equipment Schedule dated as of June 30, 1995 to the Lease Agreement dated as of June 30, 1995 (collectively the "Sublease") between Chase Equipment Leasing, Inc., having its principal place of business at One Chase Square MC5, Rochester, New York 14643 (the "Lessee"), and Union Pacific Railroad Company, a Utah Corporation (the "Lessor").

The parties have agreed to add additional railcars to the Lease as described in Addendum 1 to Schedule A attached hereto (the "Items"). The Lessee has leased from the Lessor all the Items at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the Lessor and the Lessee, each pursuant to due authority, have executed this Addendum to Memorandum of Lease as of this 29th day of September, 1995.

LESSEE	LESSOR
CHASE EQUIPMENT LEASING, INC.	UNION PACIFIC RAILROAD COMPANY
By: [signature]	By: Charles R. Eisele
Title: PRESIDENT	Title: Vice President-Purchasing

ROC12:96620

STATE OF NEW YORK
COUNTY OF MONROE

On this 27 day of September, 1995, before me personally appeared Edward J. Perkowski, to me personally known, who being by me duly sworn, says that he is the President of CHASE EQUIPMENT LEASING, INC., that the foregoing instrument was signed on behalf of said company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

(seal)

Kathleen M. Jones
Signature of Notary Public
My Commission expires _____

KATHLEEN M. JONES
Notary Public in the State of New York
Monroe County
Commission Expires March 3, 1996

STATE OF NEBRASKA
COUNTY OF DOUGLAS

On this 27 day of September, 1995, before me personally appeared Charles R. Eisele, to me personally known, who being by me duly sworn, says that (s)he is the Vice President - Purchasing of UNION PACIFIC RAILROAD COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(seal)

Signature of Notary Public
My Commission expires _____

GENERAL NOTARY-State of Nebraska
JAMES J. THEISEN, JR.
My Comm. Exp. March 31, 1997

ROC12:96620

ADDENDUM 1
TO
SCHEDULE A
TO
MEMORANDUM OF LEASE

Date: September 29, 1995

The following Equipment is hereby added to the Schedule or Exhibit described above:

A. Steel, 4000 to 5200 Cubic Food Jumbo Covered Hoppers:

Car Markings/Numbers				Car Markings/Numbers			
C113	MKT	4128	1	C113	MP	722781	1
C113	MKT	4144	1	C113	MP	722792	1
C113	MKT	4399	1	C113	MP	723078	1
C113	MP	716134	1	C113	MP	723258	1
C113	MP	716142	1	C113	MP	723274	1
C113	MP	716316	1	C113	MP	723352	1
C113	MP	716651	1	C113	MP	723409	1
C113	MP	717123	1	C113	MP	723432	1
C113	MP	717146	1	C113	MP	723435	1
C113	MP	717149	1	C113	MP	723496	1
C113	MP	717176	1	C113	MP	723526	1
C113	MP	717302	1	C113	MP	723586	1
C113	MP	717378	1	C113	MP	723663	1
C113	MP	717411	1	C113	MP	723724	1
C113	MP	717412	1	C113	MP	723771	1
C113	MP	717434	1	C113	MP	723777	1
C113	MP	717437	1	C113	MP	723792	1
C113	MP	717522	1	C113	MP	723796	1
C113	MP	717553	1	C113	MP	723873	1
C113	MP	717780	1	C113	MP	723954	1
C113	MP	717901	1	C113	MP	723982	1
C113	MP	717959	1	C113	MP	724017	1
C113	MP	718111	1	C113	MP	724109	1
C113	MP	718134	1	C113	MP	724187	1
C113	MP	718157	1	C113	MP	724212	1
C113	MP	718315	1	C113	MP	724228	1
C113	MP	718482	1	C113	MP	724280	1
C113	MP	718521	1	C113	MP	724290	1
C113	MP	718717	1	C113	MP	724294	1
C113	MP	718758	1	C113	MP	724357	1
C113	MP	722380	1	C113	MP	724377	1
C113	MP	722385	1	C113	UP	21432	1
C113	MP	722458	1	C113	UP	21500	1
C113	MP	722481	1	C113	UP	21521	1
C113	MP	722521	1	C113	UP	71029	1

Car Markings/Numbers

C113	UP	71329	1
C113	UP	71362	1
C113	UP	71367	1
C113	UP	71402	1
C113	UP	71430	1
C113	UP	71450	1
C113	UP	71679	1
C113	UP	71930	1
C113	UP	71950	1
C113	UP	71987	1
C113	UP	72031	1
C113	UP	72127	1
C113	UP	72310	1
C113	UP	72502	1
C113	UP	72656	1
C113	UP	72734	1
C113	UP	72824	1
C113	UP	73009	1
C113	UP	73048	1
C113	UP	73371	1
C113	UP	73392	1
C113	UP	73445	1
C113	UP	73579	1
C113	UP	73790	1
C113	UP	74129	1
C113	UP	74138	1
C113	UP	74212	1
C113	UP	74251	1
C113	UP	74374	1
C113	UP	74490	1
C113	UP	74764	1
C113	UP	74838	1
C113	UP	75200	1
C113	UP	75388	1
C113	UP	75389	1
C113	UP	75401	1
C113	UP	75501	1
C113	UP	75637	1
C113	UP	75700	1
C113	UP	75792	1
C113	UP	75829	1
C113	UP	75973	1
C113	UP	76133	1
C113	UP	76434	1
C113	UP	76447	1
C113	UP	76489	1
C113	UP	76783	1
C113	UP	78201	1

Car Markings/Numbers

C113	UP	78213	
C113	UP	78337	
C113	UP	78427	
C113	UP	78462	
C113	UP	79232	
C113	UP	79580	
C113	UP	79717	
C113	UP	79801	
C113	UP	83155	
C113	UP	83161	
C113	UP	84086	
C113	UP	85683	
C113	UP	86098	
C113	UP	87401	
C114	UP	88484	
C313	UP	21415	
C313	UP	21419	
C313	UP	21446	
C313	UP	21461	
C313	UP	21477	
C313	UP	21494	
C313	UP	21510	
C313	UP	21520	
C313	UP	21527	
C313	UP	21569	
C313	UP	21576	
C313	UP	21577	
C313	UP	21591	
C313	UP	21636	
C313	UP	21644	
C313	UP	23339	
C313	UP	23510	
C313	UP	240019	
C313	WP	11980	
	Subtotal		152

B. Covered Gondolas

Car Markings/Numbers

E241	MP	950058	1
E241	MP	950064	1
E241	MP	950080	1
E241	MP	950090	1
E241	MP	950095	1
E441	MP	950008	1
E441	MP	950015	1
E441	MP	950020	1
E441	MP	950028	1
E441	MP	950030	1
E441	MP	950037	1
E441	MP	950040	1
E541	UP	97408	1
E640	UP	97052	1
E640	UP	97068	1
F311	MKT	14027	1
F311	MKT	14029	1
F311	MKT	14037	1
F311	MKT	14040	1
F311	MKT	14043	1
F311	MKT	14045	1
F311	MKT	14046	1
F311	MKT	14048	1
	Subtotal		23

C. 60 Foot Equipped Box Cars

Car Markings/Numbers			
A606	MP	267457	1
A636	MP	267368	1
A636	MP	267390	1
A636	MP	267394	1
A636	MP	267411	1
A636	MP	267428	1
A636	MP	267431	1
A636	MP	267458	1
A636	MP	267460	1
A636	MP	267475	1
A636	MP	267484	1
A636	MP	267493	1
A636	MP	267499	1
A636	MP	267509	1
A636	MP	267531	1
A636	MP	267540	1
A636	MP	267546	1
A636	MP	267548	1
A636	MP	267555	1
A636	MP	267570	1
A636	MP	267577	1
A636	MP	267582	1
A636	MP	267587	1
A636	MP	267594	1
A636	MP	267620	1
A636	MP	267622	1

Car Markings/Numbers		
A636	MP	267625
A636	MP	267662
A636	MP	267671
A636	MP	267693
A636	MP	267722
A636	MP	267724
A636	MP	267725
A636	MP	267751
A636	MP	267752
A636	MP	267761
A636	MP	267773
A636	MP	267778
A636	MP	267781
A636	MP	267787
A636	MP	267807
A636	MP	267813
A636	MP	267818
A636	MP	267820
A636	MP	267827
A636	MP	267828
A636	MP	267831
A636	MP	267847
A636	MP	267849
A636	MP	267854
A636	MP	267857
	Subtotal	5

D. Steel Rotary Open-Top Hoppers

Car Markings/Numbers			
H351	UP	44591	1
H351	UP	44717	1
H351	UP	44767	1
H351	UP	44935	1
H351	UP	45138	1
H351	UP	45146	1
H351	UP	45220	1
H351	UP	45284	1
H351	UP	45381	1
H351	UP	45385	1
H351	UP	45414	1
H351	UP	45426	1
H351	UP	45499	1

Car Markings/Numbers			
H351	UP	45534	1
H351	UP	45579	1
H351	UP	45592	1
H351	UP	45595	1
H351	UP	45601	1
H351	UP	45616	1
H351	UP	45634	1
H351	UP	45657	1
H351	UP	45660	1
H351	UP	45684	1
H351	UP	45724	1
H351	UP	45775	1
H351	UP	45874	1
H351	UP	45886	1
H351	UP	45898	1
	Subtotal		28

John R. Tyler, Jr.
Nixon, Hargrave, Devans & Doyle LLP
P.O. Box 1051
Clinton Square
Rochester, New York 14603

A short summary of the document to appear in the index follows:

The primary document is an addendum to the Memorandum of Lease of Railroad Equipment recorded with the Interstate Commerce Commission on June 29, 1995, number 19507. The addendum describes additional railcars which are now under the Lease.

Very truly yours,

John R. Tyler, Jr.
Attorney for Chase Equipment Leasing, Inc.

bjs