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19952-A

June 18, 1996

BY HAND DELIVERY

Vernon A. Williams
Secretary
Surface Transportation Board
Department of Transportation
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 Addendum to Memorandum of Lease, a secondary document, dated as of May 31, 1996.

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 on Revised Schedule A and Schedule A-1 attached hereto.

A fee of $21 is enclosed. Please return the original and any extra copies not needed by the Surface Transportation Bond for recordation to:

12A:1277

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

6/20/96

John R. Tyler, Jr.
Nixon, Hargrove, Devans & Doyle, LLP
Clinton Square
Post Office Box 1051
Rochester, New York 14603-1051

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 6/20/96 at 11:05AM, and assigned recordation number(s). 19952-A, 19953-A and 19954-A.

Sincerely yours,

Vernon A. Williams

Vernon A. Williams
Secretary

Enclosure(s)

$ 63.00 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 Janice M. Fort

19952-A

**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 March 4, 1996, number 19952, evidencing the lease of Equipment, pursuant to the Equipment Schedule dated as of February 29, 1996 to the Lease Agreement dated as of February 29, 1996 (collectively the "Lease") 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 (i) to revise Schedule A to the Lease by substituting therefor Revised Schedule A attached hereto, and (ii) to add additional railcars to the Lease as described in Schedule A-1 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 31th day of May, 1996.

| LESSEE | LESSOR |
|---|---|
| CHASE EQUIPMENT LEASING, INC. | UNION PACIFIC RAILROAD COMPANY |
| By: [signature] | By: [signature] |
| Title: EVP | Title: Vice President-Purchasing |

12A:10723

STATE OF NEW YORK
COUNTY OF MONROE

On this 13 day of June, 1996, 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
Notary Public in the State of New York
Monroe County
Commission Expires March 3, 19__

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

STATE OF NEBRASKA
COUNTY OF DOUGLAS

On this 11th day of June, 1996, before me personally appeared Charles R. Eisele, to me personally known, who being by me duly sworn, says that (s)he is the VP-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 GENERAL NOTARY-State of Nebraska
DORIS J. VAN BIBBER
My Comm. Exp. Nov. 30, 1996

Doris J. Van Bibber
Signature of Notary Public
My Commission expires Nov. 30, 1996

12A:10723

REVISED SCHEDULE A

Date: February 29, 1996
(Revised 5/96)

Description of Equipment and Car Markings and Numbers

The following Covered Hopper Railcars:

| Car Markings/Numbers | | | |
|---|---|---|---|
| C112 | UP | 21325 | 1 |
| C112 | UP | 21329 | 1 |
| C113 | CNW | 174096 | 1 |
| C113 | CNW | 174161 | 1 |
| C113 | CNW | 174507 | 1 |
| C113 | CNW | 174734 | 1 |
| C113 | CNW | 174789 | 1 |
| C113 | CNW | 174820 | 1 |
| C113 | CNW | 181518 | 1 |
| C113 | CNW | 190790 | 1 |
| C113 | CNW | 470259 | 1 |
| C113 | CNW | 470558 | 1 |
| C113 | CNW | 752839 | 1 |
| C113 | CNW | 753243 | 1 |
| C113 | MP | 710600 | 1 |
| C113 | MP | 710614 | 1 |
| C113 | MP | 710627 | 1 |
| C113 | MP | 710628 | 1 |
| C113 | MP | 710632 | 1 |
| C113 | MP | 710639 | 1 |
| C113 | MP | 710643 | 1 |
| C113 | MP | 710665 | 1 |
| C113 | MP | 710679 | 1 |
| C113 | MP | 710684 | 1 |
| C113 | MP | 710689 | 1 |
| C113 | MP | 710694 | 1 |
| C113 | MP | 710697 | 1 |
| C113 | MP | 710698 | 1 |
| C113 | MP | 710708 | 1 |
| C113 | MP | 710721 | 1 |
| C113 | MP | 710724 | 1 |
| C113 | MP | 710737 | 1 |
| C113 | MP | 710739 | 1 |
| C113 | MP | 710740 | 1 |
| C113 | MP | 710745 | 1 |
| C113 | MP | 710759 | 1 |
| C113 | MP | 710766 | 1 |
| C113 | MP | 710772 | 1 |
| C113 | MP | 710774 | 1 |

| Car Markings/Numbers | | | |
|---|---|---|---|
| C113 | MP | 710782 | 1 |
| C113 | MP | 710797 | 1 |
| C113 | MP | 710806 | 1 |
| C113 | MP | 710816 | 1 |
| C113 | MP | 710818 | 1 |
| C113 | MP | 710819 | 1 |
| C113 | MP | 710830 | 1 |
| C113 | MP | 710832 | 1 |
| C113 | MP | 710846 | 1 |
| C113 | MP | 710852 | 1 |
| C113 | MP | 710858 | 1 |
| C113 | MP | 710866 | 1 |
| C113 | MP | 710867 | 1 |
| C113 | MP | 710874 | 1 |
| C113 | MP | 710896 | 1 |
| C113 | MP | 710899 | 1 |
| C113 | MP | 710903 | 1 |
| C113 | MP | 710920 | 1 |
| C113 | MP | 710923 | 1 |
| C113 | MP | 710934 | 1 |
| C113 | MP | 710947 | 1 |
| C113 | MP | 710954 | 1 |
| C113 | MP | 710956 | 1 |
| C113 | MP | 710971 | 1 |
| C113 | MP | 710998 | 1 |
| C113 | MP | 711057 | 1 |
| C113 | MP | 711067 | 1 |
| C113 | MP | 711085 | 1 |
| C113 | MP | 711095 | 1 |
| C113 | MP | 711100 | 1 |
| C113 | MP | 711104 | 1 |
| C113 | MP | 711267 | 1 |
| C113 | MP | 711297 | 1 |
| C113 | MP | 711302 | 1 |
| C113 | MP | 711375 | 1 |
| C113 | MP | 711398 | 1 |
| C113 | MP | 711457 | 1 |
| C113 | MP | 711479 | 1 |
| C113 | MP | 711510 | 1 |

Car Markings/Numbers

| | | | |
|---|---|---|---|
| C113 | MP | 711565 | 1 |
| C113 | MP | 711569 | 1 |
| C113 | MP | 711580 | 1 |
| C113 | MP | 711625 | 1 |
| C113 | MP | 711638 | 1 |
| C113 | MP | 711751 | 1 |
| C113 | MP | 711764 | 1 |
| C113 | MP | 711793 | 1 |
| C113 | MP | 711818 | 1 |
| C113 | MP | 711819 | 1 |
| C113 | MP | 711873 | 1 |
| C113 | MP | 711941 | 1 |
| C113 | MP | 711965 | 1 |
| C113 | MP | 711971 | 1 |
| C113 | MP | 711972 | 1 |
| C113 | MP | 711995 | 1 |
| C113 | MP | 712000 | 1 |
| C113 | MP | 712039 | 1 |
| C113 | MP | 712191 | 1 |
| C113 | MP | 712355 | 1 |
| C113 | MP | 712385 | 1 |
| C113 | MP | 714185 | 1 |
| C113 | MP | 714195 | 1 |
| C113 | MP | 714301 | 1 |
| C113 | MP | 715029 | 1 |
| C113 | MP | 715149 | 1 |
| C113 | MP | 715230 | 1 |
| C113 | MP | 715353 | 1 |
| C113 | MP | 715425 | 1 |
| C113 | MP | 715448 | 1 |
| C113 | MP | 715479 | 1 |
| C113 | MP | 715485 | 1 |
| C113 | MP | 715502 | 1 |
| C113 | MP | 715522 | 1 |
| C113 | MP | 715671 | 1 |
| C113 | MP | 715699 | 1 |
| C113 | MP | 715738 | 1 |
| C113 | MP | 715761 | 1 |
| C113 | MP | 715913 | 1 |
| C113 | MP | 715943 | 1 |
| C113 | MP | 716067 | 1 |
| C113 | MP | 716152 | 1 |
| C113 | MP | 716195 | 1 |
| C113 | MP | 716200 | 1 |
| C113 | MP | 716209 | 1 |
| C113 | MP | 716310 | 1 |
| C113 | MP | 716372 | 1 |
| C113 | MP | 716383 | 1 |
| C113 | MP | 716481 | 1 |
| C113 | MP | 716620 | 1 |
| C113 | MP | 716625 | 1 |
| C113 | MP | 716648 | 1 |

Car Markings/Numbers

| | | | |
|---|---|---|---|
| C113 | MP | 716709 | 1 |
| C113 | MP | 716728 | 1 |
| C113 | MP | 716740 | 1 |
| C113 | MP | 716895 | 1 |
| C113 | MP | 716933 | 1 |
| C113 | MP | 717012 | 1 |
| C113 | MP | 717017 | 1 |
| C113 | MP | 717084 | 1 |
| C113 | MP | 717085 | 1 |
| C113 | MP | 717097 | 1 |
| C113 | MP | 717120 | 1 |
| C113 | MP | 717194 | 1 |
| C113 | MP | 717242 | 1 |
| C113 | MP | 717253 | 1 |
| C113 | MP | 717304 | 1 |
| C113 | MP | 717337 | 1 |
| C113 | MP | 717353 | 1 |
| C113 | MP | 717360 | 1 |
| C113 | MP | 717363 | 1 |
| C113 | MP | 717364 | 1 |
| C113 | MP | 717374 | 1 |
| C113 | MP | 717394 | 1 |
| C113 | MP | 717423 | 1 |
| C113 | MP | 717432 | 1 |
| C113 | MP | 717433 | 1 |
| C113 | MP | 717460 | 1 |
| C113 | MP | 717475 | 1 |
| C113 | MP | 717486 | 1 |
| C113 | MP | 717515 | 1 |
| C113 | MP | 717518 | 1 |
| C113 | MP | 717563 | 1 |
| C113 | MP | 717579 | 1 |
| C113 | MP | 717581 | 1 |
| C113 | MP | 717584 | 1 |
| C113 | MP | 717603 | 1 |
| C113 | MP | 717621 | 1 |
| C113 | MP | 717632 | 1 |
| C113 | MP | 717636 | 1 |
| C113 | MP | 717663 | 1 |
| C113 | MP | 717668 | 1 |
| C113 | MP | 717670 | 1 |
| C113 | MP | 717677 | 1 |
| C113 | MP | 717706 | 1 |
| C113 | MP | 717708 | 1 |
| C113 | MP | 717730 | 1 |
| C113 | MP | 717766 | 1 |
| C113 | MP | 717769 | 1 |
| C113 | MP | 717774 | 1 |
| C113 | MP | 717789 | 1 |
| C113 | MP | 717793 | 1 |
| C113 | MP | 717805 | 1 |
| C113 | MP | 717836 | 1 |

Car Markings/Numbers

| | | | |
|---|---|---|---|
| C113 | MP | 717839 | 1 |
| C113 | MP | 717842 | 1 |
| C113 | MP | 717861 | 1 |
| C113 | MP | 717872 | 1 |
| C113 | MP | 717880 | 1 |
| C113 | MP | 717885 | 1 |
| C113 | MP | 717893 | 1 |
| C113 | MP | 717940 | 1 |
| C113 | MP | 717958 | 1 |
| C113 | MP | 717963 | 1 |
| C113 | MP | 718015 | 1 |
| C113 | MP | 718042 | 1 |
| C113 | MP | 718080 | 1 |
| C113 | MP | 718099 | 1 |
| C113 | MP | 718137 | 1 |
| C113 | MP | 718157 | 1 |
| C113 | MP | 718174 | 1 |
| C113 | MP | 718201 | 1 |
| C113 | MP | 718272 | 1 |
| C113 | MP | 718288 | 1 |
| C113 | MP | 718298 | 1 |
| C113 | MP | 718305 | 1 |
| C113 | MP | 718351 | 1 |
| C113 | MP | 718355 | 1 |
| C113 | MP | 718357 | 1 |
| C113 | MP | 718374 | 1 |
| C113 | MP | 718380 | 1 |
| C113 | MP | 718385 | 1 |
| C113 | MP | 718445 | 1 |
| C113 | MP | 718464 | 1 |
| C113 | MP | 718490 | 1 |
| C113 | MP | 718573 | 1 |
| C113 | MP | 718653 | 1 |
| C113 | MP | 718657 | 1 |
| C113 | MP | 718681 | 1 |
| C113 | MP | 718709 | 1 |
| C113 | MP | 718717 | 1 |
| C113 | MP | 718720 | 1 |
| C113 | MP | 718743 | 1 |
| C113 | MP | 718791 | 1 |
| C113 | MP | 718837 | 1 |
| C113 | MP | 718839 | 1 |
| C113 | MP | 718844 | 1 |
| C113 | MP | 718852 | 1 |
| C113 | MP | 718853 | 1 |
| C113 | MP | 718858 | 1 |
| C113 | MP | 722468 | 1 |
| C113 | MP | 722652 | 1 |
| C113 | MP | 722708 | 1 |
| C113 | MP | 722713 | 1 |
| C113 | MP | 722814 | 1 |
| C113 | MP | 722908 | 1 |

Car Markings/Numbers

| | | | |
|---|---|---|---|
| C113 | MP | 722922 | 1 |
| C113 | MP | 723037 | 1 |
| C113 | MP | 723238 | 1 |
| C113 | MP | 723250 | 1 |
| C113 | MP | 723308 | 1 |
| C113 | MP | 723373 | 1 |
| C113 | MP | 723387 | 1 |
| C113 | MP | 723415 | 1 |
| C113 | MP | 723499 | 1 |
| C113 | MP | 723508 | 1 |
| C113 | MP | 723563 | 1 |
| C113 | MP | 723583 | 1 |
| C113 | MP | 723591 | 1 |
| C113 | MP | 723594 | 1 |
| C113 | MP | 723600 | 1 |
| C113 | MP | 723602 | 1 |
| C113 | MP | 723619 | 1 |
| C113 | MP | 723621 | 1 |
| C113 | MP | 723635 | 1 |
| C113 | MP | 723696 | 1 |
| C113 | MP | 723719 | 1 |
| C113 | MP | 723727 | 1 |
| C113 | MP | 723732 | 1 |
| C113 | MP | 723736 | 1 |
| C113 | MP | 723741 | 1 |
| C113 | MP | 723759 | 1 |
| C113 | MP | 723760 | 1 |
| C113 | MP | 723768 | 1 |
| C113 | MP | 723785 | 1 |
| C113 | MP | 723791 | 1 |
| C113 | MP | 723800 | 1 |
| C113 | MP | 723802 | 1 |
| C113 | MP | 723804 | 1 |
| C113 | MP | 723827 | 1 |
| C113 | MP | 723832 | 1 |
| C113 | MP | 723836 | 1 |
| C113 | MP | 723843 | 1 |
| C113 | MP | 723893 | 1 |
| C113 | MP | 723905 | 1 |
| C113 | MP | 723916 | 1 |
| C113 | MP | 723923 | 1 |
| C113 | MP | 723960 | 1 |
| C113 | MP | 723969 | 1 |
| C113 | MP | 724025 | 1 |
| C113 | MP | 724041 | 1 |
| C113 | MP | 724078 | 1 |
| C113 | MP | 724085 | 1 |
| C113 | MP | 724090 | 1 |
| C113 | MP | 724116 | 1 |
| C113 | MP | 724120 | 1 |
| C113 | MP | 724121 | 1 |
| C113 | MP | 724122 | 1 |

Car Markings/Numbers

| | | | |
|---|---|---|---|
| C113 | MP | 724123 | 1 |
| C113 | MP | 724128 | 1 |
| C113 | MP | 724174 | 1 |
| C113 | MP | 724226 | 1 |
| C113 | MP | 724229 | 1 |
| C113 | MP | 724242 | 1 |
| C113 | MP | 724251 | 1 |
| C113 | MP | 724261 | 1 |
| C113 | MP | 724269 | 1 |
| C113 | MP | 724285 | 1 |
| C113 | MP | 724306 | 1 |
| C113 | MP | 724307 | 1 |
| C113 | MP | 724341 | 1 |
| C113 | MP | 724347 | 1 |
| C113 | MP | 740437 | 1 |
| C113 | UP | 74420 | 1 |
| C113 | UP | 13060 | 1 |
| C113 | UP | 13079 | 1 |
| C113 | UP | 13103 | 1 |
| C113 | UP | 13128 | 1 |
| C113 | UP | 13155 | 1 |
| C113 | UP | 13172 | 1 |
| C113 | UP | 21441 | 1 |
| C113 | UP | 21448 | 1 |
| C113 | UP | 21744 | 1 |
| C113 | UP | 21773 | 1 |
| C113 | UP | 21857 | 1 |
| C113 | UP | 21875 | 1 |
| C113 | UP | 21888 | 1 |
| C113 | UP | 22120 | 1 |
| C113 | UP | 22147 | 1 |
| C113 | UP | 22191 | 1 |
| C113 | UP | 22212 | 1 |
| C113 | UP | 22349 | 1 |
| C113 | UP | 22750 | 1 |
| C113 | UP | 22952 | 1 |
| C113 | UP | 22991 | 1 |
| C113 | UP | 23087 | 1 |
| C113 | UP | 23109 | 1 |
| C113 | UP | 23115 | 1 |
| C113 | UP | 23185 | 1 |
| C113 | UP | 23187 | 1 |
| C113 | UP | 23207 | 1 |
| C113 | UP | 23208 | 1 |
| C113 | UP | 23233 | 1 |
| C113 | UP | 23492 | 1 |
| C113 | UP | 23560 | 1 |
| C113 | UP | 71065 | 1 |
| C113 | UP | 71188 | 1 |
| C113 | UP | 71248 | 1 |
| C113 | UP | 71312 | 1 |
| C113 | UP | 71405 | 1 |

Car Markings/Numbers

| | | | |
|---|---|---|---|
| C113 | UP | 71524 | 1 |
| C113 | UP | 71601 | 1 |
| C113 | UP | 71621 | 1 |
| C113 | UP | 71729 | 1 |
| C113 | UP | 71767 | 1 |
| C113 | UP | 71870 | 1 |
| C113 | UP | 71914 | 1 |
| C113 | UP | 71955 | 1 |
| C113 | UP | 71987 | 1 |
| C113 | UP | 72035 | 1 |
| C113 | UP | 72076 | 1 |
| C113 | UP | 72116 | 1 |
| C113 | UP | 72183 | 1 |
| C113 | UP | 72282 | 1 |
| C113 | UP | 72340 | 1 |
| C113 | UP | 72343 | 1 |
| C113 | UP | 72378 | 1 |
| C113 | UP | 72419 | 1 |
| C113 | UP | 72439 | 1 |
| C113 | UP | 72519 | 1 |
| C113 | UP | 72666 | 1 |
| C113 | UP | 72724 | 1 |
| C113 | UP | 72742 | 1 |
| C113 | UP | 72886 | 1 |
| C113 | UP | 72902 | 1 |
| C113 | UP | 72921 | 1 |
| C113 | UP | 72978 | 1 |
| C113 | UP | 73145 | 1 |
| C113 | UP | 73189 | 1 |
| C113 | UP | 73320 | 1 |
| C113 | UP | 73347 | 1 |
| C113 | UP | 73356 | 1 |
| C113 | UP | 73375 | 1 |
| C113 | UP | 73394 | 1 |
| C113 | UP | 73448 | 1 |
| C113 | UP | 73473 | 1 |
| C113 | UP | 73500 | 1 |
| C113 | UP | 73555 | 1 |
| C113 | UP | 73597 | 1 |
| C113 | UP | 73605 | 1 |
| C113 | UP | 73714 | 1 |
| C113 | UP | 73804 | 1 |
| C113 | UP | 73811 | 1 |
| C113 | UP | 73880 | 1 |
| C113 | UP | 73959 | 1 |
| C113 | UP | 74075 | 1 |
| C113 | UP | 74093 | 1 |
| C113 | UP | 74112 | 1 |
| C113 | UP | 74124 | 1 |
| C113 | UP | 74189 | 1 |
| C113 | UP | 74239 | 1 |
| C113 | UP | 74252 | 1 |

Car Markings/Numbers

| | | | |
|---|---|---|---|
| C113 | UP | 74261 | 1 |
| C113 | UP | 74269 | 1 |
| C113 | UP | 74280 | 1 |
| C113 | UP | 74374 | 1 |
| C113 | UP | 74377 | 1 |
| C113 | UP | 74384 | 1 |
| C113 | UP | 74407 | 1 |
| C113 | UP | 74506 | 1 |
| C113 | UP | 74510 | 1 |
| C113 | UP | 74628 | 1 |
| C113 | UP | 74674 | 1 |
| C113 | UP | 74720 | 1 |
| C113 | UP | 74796 | 1 |
| C113 | UP | 75027 | 1 |
| C113 | UP | 75049 | 1 |
| C113 | UP | 75086 | 1 |
| C113 | UP | 75136 | 1 |
| C113 | UP | 75147 | 1 |
| C113 | UP | 75155 | 1 |
| C113 | UP | 75197 | 1 |
| C113 | UP | 75258 | 1 |
| C113 | UP | 75274 | 1 |
| C113 | UP | 75318 | 1 |
| C113 | UP | 75522 | 1 |
| C113 | UP | 75529 | 1 |
| C113 | UP | 75564 | 1 |
| C113 | UP | 75600 | 1 |
| C113 | UP | 75609 | 1 |
| C113 | UP | 75628 | 1 |
| C113 | UP | 75638 | 1 |
| C113 | UP | 75742 | 1 |
| C113 | UP | 75768 | 1 |
| C113 | UP | 75809 | 1 |
| C113 | UP | 75826 | 1 |
| C113 | UP | 75843 | 1 |
| C113 | UP | 76087 | 1 |
| C113 | UP | 76109 | 1 |
| C113 | UP | 76116 | 1 |
| C113 | UP | 76169 | 1 |
| C113 | UP | 76170 | 1 |
| C113 | UP | 76184 | 1 |
| C113 | UP | 76227 | 1 |
| C113 | UP | 76254 | 1 |
| C113 | UP | 76342 | 1 |
| C113 | UP | 76377 | 1 |
| C113 | UP | 76394 | 1 |
| C113 | UP | 76424 | 1 |
| C113 | UP | 76432 | 1 |
| C113 | UP | 76479 | 1 |
| C113 | UP | 76489 | 1 |
| C113 | UP | 76491 | 1 |
| C113 | UP | 76622 | 1 |

Car Markings/Numbers

| | | | |
|---|---|---|---|
| C113 | UP | 76744 | 1 |
| C113 | UP | 76748 | 1 |
| C113 | UP | 76770 | 1 |
| C113 | UP | 76872 | 1 |
| C113 | UP | 76937 | 1 |
| C113 | UP | 77001 | 1 |
| C113 | UP | 77016 | 1 |
| C113 | UP | 77039 | 1 |
| C113 | UP | 77053 | 1 |
| C113 | UP | 77054 | 1 |
| C113 | UP | 77157 | 1 |
| C113 | UP | 77183 | 1 |
| C113 | UP | 77192 | 1 |
| C113 | UP | 77204 | 1 |
| C113 | UP | 77208 | 1 |
| C113 | UP | 77267 | 1 |
| C113 | UP | 77272 | 1 |
| C113 | UP | 77275 | 1 |
| C113 | UP | 77326 | 1 |
| C113 | UP | 77353 | 1 |
| C113 | UP | 77354 | 1 |
| C113 | UP | 77369 | 1 |
| C113 | UP | 77380 | 1 |
| C113 | UP | 77392 | 1 |
| C113 | UP | 77413 | 1 |
| C113 | UP | 77416 | 1 |
| C113 | UP | 77419 | 1 |
| C113 | UP | 77427 | 1 |
| C113 | UP | 77439 | 1 |
| C113 | UP | 77475 | 1 |
| C113 | UP | 77512 | 1 |
| C113 | UP | 77513 | 1 |
| C113 | UP | 77520 | 1 |
| C113 | UP | 77530 | 1 |
| C113 | UP | 77534 | 1 |
| C113 | UP | 77541 | 1 |
| C113 | UP | 77548 | 1 |
| C113 | UP | 77550 | 1 |
| C113 | UP | 77551 | 1 |
| C113 | UP | 77555 | 1 |
| C113 | UP | 77570 | 1 |
| C113 | UP | 77582 | 1 |
| C113 | UP | 77599 | 1 |
| C113 | UP | 77616 | 1 |
| C113 | UP | 77622 | 1 |
| C113 | UP | 77623 | 1 |
| C113 | UP | 77629 | 1 |
| C113 | UP | 77632 | 1 |
| C113 | UP | 77642 | 1 |
| C113 | UP | 77647 | 1 |
| C113 | UP | 77652 | 1 |
| C113 | UP | 77654 | 1 |

Car Markings/Numbers

| | | | |
|---|---|---|---|
| C113 | UP | 77670 | 1 |
| C113 | UP | 77674 | 1 |
| C113 | UP | 77701 | 1 |
| C113 | UP | 77704 | 1 |
| C113 | UP | 77721 | 1 |
| C113 | UP | 77731 | 1 |
| C113 | UP | 77755 | 1 |
| C113 | UP | 77778 | 1 |
| C113 | UP | 77779 | 1 |
| C113 | UP | 77797 | 1 |
| C113 | UP | 77798 | 1 |
| C113 | UP | 77812 | 1 |
| C113 | UP | 77815 | 1 |
| C113 | UP | 77833 | 1 |
| C113 | UP | 77834 | 1 |
| C113 | UP | 77876 | 1 |
| C113 | UP | 77880 | 1 |
| C113 | UP | 77881 | 1 |
| C113 | UP | 77886 | 1 |
| C113 | UP | 77891 | 1 |
| C113 | UP | 77902 | 1 |
| C113 | UP | 77908 | 1 |
| C113 | UP | 77910 | 1 |
| C113 | UP | 77924 | 1 |
| C113 | UP | 77925 | 1 |
| C113 | UP | 77933 | 1 |
| C113 | UP | 77942 | 1 |
| C113 | UP | 77970 | 1 |
| C113 | UP | 77974 | 1 |
| C113 | UP | 77976 | 1 |
| C113 | UP | 77985 | 1 |
| C113 | UP | 77990 | 1 |
| C113 | UP | 77995 | 1 |
| C113 | UP | 77998 | 1 |
| C113 | UP | 78003 | 1 |
| C113 | UP | 78019 | 1 |
| C113 | UP | 78035 | 1 |
| C113 | UP | 78036 | 1 |
| C113 | UP | 78055 | 1 |
| C113 | UP | 78066 | 1 |
| C113 | UP | 78070 | 1 |
| C113 | UP | 78073 | 1 |
| C113 | UP | 78093 | 1 |
| C113 | UP | 78097 | 1 |
| C113 | UP | 78099 | 1 |
| C113 | UP | 78119 | 1 |
| C113 | UP | 78131 | 1 |
| C113 | UP | 78146 | 1 |
| C113 | UP | 78195 | 1 |
| C113 | UP | 78240 | 1 |
| C113 | UP | 78250 | 1 |
| C113 | UP | 78426 | 1 |

Car Markings/Numbers

| | | | |
|---|---|---|---|
| C113 | UP | 78436 | 1 |
| C113 | UP | 78535 | 1 |
| C113 | UP | 78689 | 1 |
| C113 | UP | 78690 | 1 |
| C113 | UP | 78749 | 1 |
| C113 | UP | 78975 | 1 |
| C113 | UP | 78988 | 1 |
| C113 | UP | 79003 | 1 |
| C113 | UP | 79022 | 1 |
| C113 | UP | 79086 | 1 |
| C113 | UP | 79187 | 1 |
| C113 | UP | 79226 | 1 |
| C113 | UP | 79331 | 1 |
| C113 | UP | 79334 | 1 |
| C113 | UP | 79383 | 1 |
| C113 | UP | 79391 | 1 |
| C113 | UP | 79418 | 1 |
| C113 | UP | 79445 | 1 |
| C113 | UP | 79510 | 1 |
| C113 | UP | 79592 | 1 |
| C113 | UP | 79623 | 1 |
| C113 | UP | 79683 | 1 |
| C113 | UP | 79809 | 1 |
| C113 | UP | 79813 | 1 |
| C113 | UP | 79848 | 1 |
| C113 | UP | 80958 | 1 |
| C113 | UP | 81103 | 1 |
| C113 | UP | 81181 | 1 |
| C113 | UP | 81273 | 1 |
| C113 | UP | 81277 | 1 |
| C113 | UP | 81281 | 1 |
| C113 | UP | 81321 | 1 |
| C113 | UP | 81382 | 1 |
| C113 | UP | 81452 | 1 |
| C113 | UP | 81498 | 1 |
| C113 | UP | 81506 | 1 |
| C113 | UP | 81558 | 1 |
| C113 | UP | 81590 | 1 |
| C113 | UP | 81610 | 1 |
| C113 | UP | 81684 | 1 |
| C113 | UP | 81688 | 1 |
| C113 | UP | 81714 | 1 |
| C113 | UP | 81735 | 1 |
| C113 | UP | 81823 | 1 |
| C113 | UP | 81837 | 1 |
| C113 | UP | 81920 | 1 |
| C113 | UP | 81948 | 1 |
| C113 | UP | 84582 | 1 |
| C113 | UP | 87007 | 1 |
| C113 | UP | 87019 | 1 |
| C113 | UP | 87068 | 1 |
| C113 | UP | 87087 | 1 |
| C113 | WP | 11812 | 1 |

Car Markings/Numbers

| | | | |
|---|---|---|---|
| C113 | WP | 12026 | 1 |
| C114 | UP | 23616 | 1 |
| C114 | UP | 23665 | 1 |
| C114 | UP | 23709 | 1 |
| C114 | UP | 23733 | 1 |
| C114 | UP | 23798 | 1 |
| C114 | UP | 23804 | 1 |
| C114 | UP | 23819 | 1 |
| C114 | UP | 23848 | 1 |
| C114 | UP | 221102 | 1 |
| C114 | UP | 221117 | 1 |
| C114 | UP | 221123 | 1 |
| C114 | UP | 221133 | 1 |
| C114 | UP | 221154 | 1 |
| C114 | UP | 221170 | 1 |
| C114 | UP | 221175 | 1 |
| C114 | UP | 221214 | 1 |
| C114 | UP | 221220 | 1 |
| C114 | UP | 221221 | 1 |
| C114 | UP | 221267 | 1 |
| C114 | UP | 221275 | 1 |
| C114 | UP | 221287 | 1 |
| C114 | UP | 221288 | 1 |
| C114 | UP | 221291 | 1 |
| C114 | UP | 221319 | 1 |
| C114 | UP | 221332 | 1 |
| C114 | UP | 221353 | 1 |
| C114 | UP | 221363 | 1 |
| C114 | UP | 221367 | 1 |
| C114 | UP | 222043 | 1 |
| C313 | CNW | 180130 | 1 |
| C313 | CNW | 181124 | 1 |
| C313 | MP | 712323 | 1 |
| C313 | MP | 714053 | 1 |
| C313 | MP | 714055 | 1 |
| C313 | UP | 14125 | 1 |
| C313 | UP | 14142 | 1 |
| C313 | UP | 14569 | 1 |
| C313 | UP | 14581 | 1 |
| C313 | UP | 21466 | 1 |
| C313 | UP | 21507 | 1 |
| C313 | UP | 21645 | 1 |
| C313 | UP | 21659 | 1 |
| C313 | UP | 21754 | 1 |
| C313 | UP | 21784 | 1 |
| C313 | UP | 21795 | 1 |
| C313 | UP | 21803 | 1 |
| C313 | UP | 21817 | 1 |
| C313 | UP | 21841 | 1 |
| C313 | UP | 21881 | 1 |
| C313 | UP | 21965 | 1 |
| C313 | UP | 22014 | 1 |

Car Markings/Numbers

| | | | |
|---|---|---|---|
| C313 | UP | 22094 | 1 |
| C313 | UP | 22130 | 1 |
| C313 | UP | 22169 | 1 |
| C313 | UP | 22180 | 1 |
| C313 | UP | 22185 | 1 |
| C313 | UP | 22198 | 1 |
| C313 | UP | 22234 | 1 |
| C313 | UP | 22460 | 1 |
| C313 | UP | 22471 | 1 |
| C313 | UP | 22578 | 1 |
| C313 | UP | 22594 | 1 |
| C313 | UP | 22597 | 1 |
| C313 | UP | 22604 | 1 |
| C313 | UP | 22622 | 1 |
| C313 | UP | 22653 | 1 |
| C313 | UP | 22655 | 1 |
| C313 | UP | 22717 | 1 |
| C313 | UP | 22729 | 1 |
| C313 | UP | 22794 | 1 |
| C313 | UP | 22812 | 1 |
| C313 | UP | 22820 | 1 |
| C313 | UP | 22922 | 1 |
| C313 | UP | 22941 | 1 |
| C313 | UP | 22953 | 1 |
| C313 | UP | 22998 | 1 |
| C313 | UP | 23027 | 1 |
| C313 | UP | 23039 | 1 |
| C313 | UP | 23042 | 1 |
| C313 | UP | 23072 | 1 |
| C313 | UP | 23076 | 1 |
| C313 | UP | 23099 | 1 |
| C313 | UP | 23118 | 1 |
| C313 | UP | 23132 | 1 |
| C313 | UP | 23151 | 1 |
| C313 | UP | 23154 | 1 |
| C313 | UP | 23159 | 1 |
| C313 | UP | 23167 | 1 |
| C313 | UP | 23170 | 1 |
| C313 | UP | 23171 | 1 |
| C313 | UP | 23182 | 1 |
| C313 | UP | 23184 | 1 |
| C313 | UP | 23202 | 1 |
| C313 | UP | 23217 | 1 |
| C313 | UP | 23225 | 1 |
| C313 | UP | 23249 | 1 |
| C313 | UP | 23268 | 1 |
| C313 | UP | 23284 | 1 |
| C313 | UP | 23296 | 1 |
| C313 | UP | 23364 | 1 |
| C313 | UP | 23369 | 1 |
| C313 | UP | 23401 | 1 |
| C313 | UP | 23402 | 1 |

Car Markings/Numbers

| | | | |
|---|---|---|---|
| C313 | UP | 23409 | 1 |
| C313 | UP | 23421 | 1 |
| C313 | UP | 23476 | 1 |
| C313 | UP | 23502 | 1 |
| C313 | UP | 23505 | 1 |
| C313 | UP | 77359 | 1 |
| C313 | UP | 77450 | 1 |
| C313 | UP | 77661 | 1 |
| C313 | UP | 77790 | 1 |
| C313 | UP | 77839 | 1 |
| C313 | UP | 78023 | 1 |
| C313 | UP | 78953 | 1 |
| C313 | UP | 79011 | 1 |
| C313 | UP | 79053 | 1 |
| C313 | UP | 83805 | 1 |
| C313 | UP | 83848 | 1 |
| C313 | WP | 11765 | 1 |
| C313 | WP | 11767 | 1 |
| C313 | WP | 11770 | 1 |
| C313 | WP | 11959 | 1 |
| C313 | WP | 11987 | 1 |
| C313 | WP | 11998 | 1 |
| C314 | UP | 23623 | 1 |
| C314 | UP | 23624 | 1 |
| C314 | UP | 23625 | 1 |
| C314 | UP | 23628 | 1 |
| C314 | UP | 23632 | 1 |
| C314 | UP | 23657 | 1 |
| C314 | UP | 23670 | 1 |
| C314 | UP | 23708 | 1 |
| C314 | UP | 23718 | 1 |
| C314 | UP | 23720 | 1 |
| C314 | UP | 23727 | 1 |
| C314 | UP | 23760 | 1 |
| C314 | UP | 23775 | 1 |
| C314 | UP | 23787 | 1 |
| C314 | UP | 23797 | 1 |
| C314 | UP | 23808 | 1 |
| C314 | UP | 222089 | 1 |
| C314 | UP | 222097 | 1 |
| C314 | UP | 222112 | 1 |
| C314 | UP | 222122 | 1 |
| C314 | UP | 222134 | 1 |
| C314 | UP | 222152 | 1 |
| C314 | UP | 222158 | 1 |
| C314 | UP | 222196 | 1 |
| | | | 749 |

SCHEDULE A-1

May 31, 1996

The following Equipment is hereby added to Schedule A to the document indicated above:

Description of Equipment and Car Markings and Numbers

Covered Hopper Railcars:

| Car Markings/Numbers | | | | Car Markings/Numbers | | | |
|---|---|---|---|---|---|---|---|
| C113 | CNW | 96234 | 1 | C113 | MP | 718300 | 1 |
| C113 | CNW | 173041 | 1 | C113 | MP | 718381 | 1 |
| C113 | CNW | 173080 | 1 | C113 | MP | 722425 | 1 |
| C113 | CNW | 173251 | 1 | C113 | MP | 722667 | 1 |
| C113 | CNW | 173364 | 1 | C113 | MP | 723410 | 1 |
| C113 | CNW | 173370 | 1 | C113 | MP | 723474 | 1 |
| C113 | CNW | 174657 | 1 | C113 | MP | 723817 | 1 |
| C113 | CNW | 174762 | 1 | C113 | MP | 723967 | 1 |
| C113 | CNW | 178367 | 1 | C113 | MP | 724069 | 1 |
| C113 | CNW | 182252 | 1 | C113 | MP | 724105 | 1 |
| C113 | CNW | 470306 | 1 | C113 | MP | 724134 | 1 |
| C113 | CNW | 470627 | 1 | C113 | MP | 724312 | 1 |
| C113 | CNW | 470824 | 1 | C113 | MP | 740405 | 1 |
| C113 | CNW | 752185 | 1 | C113 | UP | 21607 | 1 |
| C113 | CNW | 752702 | 1 | C113 | UP | 21635 | 1 |
| C113 | MKT | 4139 | 1 | C113 | UP | 71220 | 1 |
| C113 | MKT | 4670 | 1 | C113 | UP | 71316 | 1 |
| C113 | MP | 710960 | 1 | C113 | UP | 71326 | 1 |
| C113 | MP | 716324 | 1 | C113 | UP | 71375 | 1 |
| C113 | MP | 716975 | 1 | C113 | UP | 71414 | 1 |
| C113 | MP | 716994 | 1 | C113 | UP | 71624 | 1 |
| C113 | MP | 717250 | 1 | C113 | UP | 71648 | 1 |
| C113 | MP | 717419 | 1 | C113 | UP | 71681 | 1 |
| C113 | MP | 717462 | 1 | C113 | UP | 71779 | 1 |
| C113 | MP | 717479 | 1 | C113 | UP | 71782 | 1 |
| C113 | MP | 717555 | 1 | C113 | UP | 71791 | 1 |
| C113 | MP | 717773 | 1 | C113 | UP | 71795 | 1 |
| C113 | MP | 717798 | 1 | C113 | UP | 72134 | 1 |
| C113 | MP | 717816 | 1 | C113 | UP | 72575 | 1 |
| C113 | MP | 717832 | 1 | C113 | UP | 72627 | 1 |
| C113 | MP | 717949 | 1 | C113 | UP | 72782 | 1 |
| C113 | MP | 718022 | 1 | C113 | UP | 72804 | 1 |
| C113 | MP | 718094 | 1 | C113 | UP | 72805 | 1 |
| C113 | MP | 718097 | 1 | C113 | UP | 72814 | 1 |
| C113 | MP | 718245 | 1 | C113 | UP | 72844 | 1 |

Car Markings/Numbers

| | | | |
|---|---|---|---|
| C113 | UP | 72871 | 1 |
| C113 | UP | 72879 | 1 |
| C113 | UP | 72892 | 1 |
| C113 | UP | 72916 | 1 |
| C113 | UP | 72940 | 1 |
| C113 | UP | 72958 | 1 |
| C113 | UP | 72979 | 1 |
| C113 | UP | 72987 | 1 |
| C113 | UP | 73307 | 1 |
| C113 | UP | 73313 | 1 |
| C113 | UP | 73436 | 1 |
| C113 | UP | 73460 | 1 |
| C113 | UP | 73477 | 1 |
| C113 | UP | 73506 | 1 |
| C113 | UP | 73540 | 1 |
| C113 | UP | 73548 | 1 |
| C113 | UP | 73572 | 1 |
| C113 | UP | 73908 | 1 |
| C113 | UP | 74535 | 1 |
| C113 | UP | 74536 | 1 |
| C113 | UP | 74545 | 1 |
| C113 | UP | 74557 | 1 |
| C113 | UP | 74906 | 1 |
| C113 | UP | 75036 | 1 |
| C113 | UP | 75047 | 1 |
| C113 | UP | 75102 | 1 |
| C113 | UP | 75131 | 1 |
| C113 | UP | 75199 | 1 |
| C113 | UP | 75237 | 1 |
| C113 | UP | 75238 | 1 |
| C113 | UP | 75277 | 1 |
| C113 | UP | 75315 | 1 |
| C113 | UP | 75472 | 1 |
| C113 | UP | 75717 | 1 |
| C113 | UP | 75864 | 1 |
| C113 | UP | 76239 | 1 |
| C113 | UP | 76257 | 1 |
| C113 | UP | 76298 | 1 |
| C113 | UP | 76344 | 1 |
| C113 | UP | 76392 | 1 |
| C113 | UP | 76407 | 1 |
| C113 | UP | 76462 | 1 |
| C113 | UP | 77095 | 1 |
| C113 | UP | 77130 | 1 |
| C113 | UP | 77172 | 1 |
| C113 | UP | 77230 | 1 |
| C113 | UP | 77331 | 1 |
| C113 | UP | 77349 | 1 |
| C113 | UP | 77363 | 1 |
| C113 | UP | 77367 | 1 |

Car Markings/Numbers

| | | | |
|---|---|---|---|
| C113 | UP | 77374 | 1 |
| C113 | UP | 77424 | 1 |
| C113 | UP | 77425 | 1 |
| C113 | UP | 77430 | 1 |
| C113 | UP | 77441 | 1 |
| C113 | UP | 77442 | 1 |
| C113 | UP | 77447 | 1 |
| C113 | UP | 77483 | 1 |
| C113 | UP | 77486 | 1 |
| C113 | UP | 77497 | 1 |
| C113 | UP | 77519 | 1 |
| C113 | UP | 77524 | 1 |
| C113 | UP | 77526 | 1 |
| C113 | UP | 77537 | 1 |
| C113 | UP | 77566 | 1 |
| C113 | UP | 77567 | 1 |
| C113 | UP | 77578 | 1 |
| C113 | UP | 77609 | 1 |
| C113 | UP | 77610 | 1 |
| C113 | UP | 77625 | 1 |
| C113 | UP | 77641 | 1 |
| C113 | UP | 77660 | 1 |
| C113 | UP | 77668 | 1 |
| C113 | UP | 77671 | 1 |
| C113 | UP | 77673 | 1 |
| C113 | UP | 77690 | 1 |
| C113 | UP | 77725 | 1 |
| C113 | UP | 77799 | 1 |
| C113 | UP | 77800 | 1 |
| C113 | UP | 77823 | 1 |
| C113 | UP | 77825 | 1 |
| C113 | UP | 77830 | 1 |
| C113 | UP | 77841 | 1 |
| C113 | UP | 77844 | 1 |
| C113 | UP | 77862 | 1 |
| C113 | UP | 77882 | 1 |
| C113 | UP | 77889 | 1 |
| C113 | UP | 77892 | 1 |
| C113 | UP | 77904 | 1 |
| C113 | UP | 77905 | 1 |
| C113 | UP | 77912 | 1 |
| C113 | UP | 77914 | 1 |
| C113 | UP | 77928 | 1 |
| C113 | UP | 77929 | 1 |
| C113 | UP | 77932 | 1 |
| C113 | UP | 77939 | 1 |
| C113 | UP | 77947 | 1 |
| C113 | UP | 77954 | 1 |
| C113 | UP | 77955 | 1 |
| C113 | UP | 77964 | 1 |
| C113 | UP | 78002 | 1 |

Car Markings/Numbers

| | | | |
|---|---|---|---|
| C113 | UP | 78005 | 1 |
| C113 | UP | 78013 | 1 |
| C113 | UP | 78052 | 1 |
| C113 | UP | 78056 | 1 |
| C113 | UP | 78068 | 1 |
| C113 | UP | 78076 | 1 |
| C113 | UP | 78106 | 1 |
| C113 | UP | 78113 | 1 |
| C113 | UP | 78147 | 1 |
| C113 | UP | 78169 | 1 |
| C113 | UP | 78347 | 1 |
| C113 | UP | 78616 | 1 |
| C113 | UP | 78754 | 1 |
| C113 | UP | 78767 | 1 |
| C113 | UP | 78771 | 1 |
| C113 | UP | 78807 | 1 |
| C113 | UP | 78827 | 1 |
| C113 | UP | 78836 | 1 |
| C113 | UP | 78843 | 1 |
| C113 | UP | 78879 | 1 |
| C113 | UP | 78891 | 1 |
| C113 | UP | 78917 | 1 |
| C113 | UP | 78945 | 1 |
| C113 | UP | 78970 | 1 |
| C113 | UP | 78992 | 1 |
| C113 | UP | 78995 | 1 |
| C113 | UP | 79000 | 1 |
| C113 | UP | 79001 | 1 |
| C113 | UP | 79018 | 1 |
| C113 | UP | 79055 | 1 |
| C113 | UP | 79058 | 1 |
| C113 | UP | 79127 | 1 |
| C113 | UP | 79324 | 1 |
| C113 | UP | 79774 | 1 |
| C313 | MP | 740031 | 1 |
| C313 | UP | 14053 | 1 |
| C313 | UP | 21462 | 1 |
| C313 | UP | 21511 | 1 |
| C313 | UP | 21540 | 1 |
| C313 | UP | 21592 | 1 |
| C313 | UP | 23491 | 1 |
| C313 | WP | 11939 | 1 |
| | | | 213 |

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Rochester, New York 14603

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

The secondary document is an addendum to the Memorandum of Lease of Railroad Equipment recorded wuth the Surface Transportation Board on March 4, 1996, number 19952. The Addendum revises the list of 749 covered hopper railcars leased by Lessor to Lessee and adds to the list an additional 213 covered hopper railcars, as more fully described on Schedule A attached hereto.

Very truly yours,

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

JRT/bjs