3 Checks

Nixon, Hargrave, Devans & Doyle LLP
Attorneys and Counselors at Law

ONE KEYCORP PLAZA
ALBANY, NEW YORK 12207
(518) 427-2650

1600 MAIN PLACE TOWER
BUFFALO, NEW YORK 14202
(716) 853-8100

990 STEWART AVENUE
GARDEN CITY, NEW YORK 11530
(516) 832-7500

CLINTON SQUARE
POST OFFICE BOX 1051
ROCHESTER, NEW YORK 14603-1051
(716) 263-1000
FAX: (716) 263-1600

437 MADISON AVENUE
NEW YORK, NEW YORK 10022
(212) 940-3000

SUITE 700
ONE THOMAS CIRCLE
WASHINGTON, D.C. 20005
(202) 457-5300

WRITER'S DIRECT DIAL NUMBER:
(716) 263-1531

19973

1996 1 PM

March 1, 1996

MAR 4 1 50 PM '96

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 a Security Agreement, a primary document, dated as March 1, 1996.

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

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

Secured Party:
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 Schedule A attached hereto.

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

Counterparts

12A:1277

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 a Security Agreement between Union Pacific Railroad Company having its principal place of business at 1416 Dodge Street, Omaha, Nebraska 68179-0001 (the "Debtor") and Chase Equipment Leasing, Inc., having its principal place of business at One Chase Square - MC5, Rochester, New York 14643 (the "Secured Party") dated as of February 29, 1996. The Security Agreement grants Secured Party a security interest in Debtor's undivided ownership interest in 757 covered hopper railcars more fully described on Schedule A attached hereto.

Very truly yours,

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

JRT/bjs

SCHEDULE A
TO
LETTER OF TRANSMITTAL
DATED MARCH 1, 1996

Date: February 29, 1996

Description of Equipment and Car Markings and Numbers

The following Covered Hopper Railcars:

Car Markings/Numbers

AAR Kind	Initials	Number	Count
C112	UP	21325	1
C112	UP	21329	
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

Car Markings/Numbers

C113	MP	710759	1
C113	MP	710766	1
C113	MP	710772	1
C113	MP	710774	1
C113	MP	710782	1
C113	MP	710797	1
C113	MP	710806	1
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C113	MP	710903	1
C113	MP	710920	1
C113	MP	710923	1
C113	MP	710934	1
C113	MP	710947	1
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C113	MP	711100	1
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C113	MP	711267	1

Car Markings/Numbers			
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C113	MP	711375	1
C113	MP	711398	1
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C113	MP	711580	1
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C113	MP	715230	1
C113	MP	715353	1
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C113	MP	715738	1
C113	MP	715761	1
C113	MP	715913	1
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Car Markings/Numbers			
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C113	MP	716209	1
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C113	MP	717581	1
C113	MP	717584	1
C113	MP	717603	1
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Car Markings/Numbers			
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C113	MP	717663	1
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Car Markings/Numbers			
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Car Markings/Numbers

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Car Markings/Numbers

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C113	UP	71955	1
C113	UP	71987	1
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Car Markings/Numbers

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C113	UP	72282	1
C113	UP	72340	1
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C113	UP	73189	1
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Car Markings/Numbers

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Car Markings/Numbers			
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Car Markings/Numbers			
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Car Markings/Numbers			
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Car Markings/Numbers			
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C313	UP	22597	1
C313	UP	22604	1
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Car Markings/Numbers			
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C313	UP	22941	1
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C313	UP	77359	1
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Car Markings/Numbers

C313	UP	78953	1
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C314	UP	23657	1
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C314	UP	23720	1
C314	UP	23727	1
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C314	UP	23775	1
C314	UP	23787	1
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C314	UP	222089	1
C314	UP	222097	1
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C314	UP	222122	1
C314	UP	222134	1
C314	UP	222152	1
C314	UP	222158	1
C314	UP	222196	1
			757

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

3/4/96

John R. Tyler
Nixon, Hargrave, 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 3/4/96 **at** 1:55PM **, and assigned recordation number(s).** 19952,19953 and 19954.

Sincerely yours,

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

CERTIFICATE

I, John R. O'Connor, hereby certify that I have compared this copy with the original Security Agreement and have found the copy to be complete and identical in all respects to the original document.

JOHN R. O'CONNOR
Notary Public, State of New York
No. 02OC5017681
Qualified in Monroe County
Certificate Filed in Monroe County
Commission Expires Sept. 13, 19_97

John R. O'Connor

19953
4

SECURITY AGREEMENT

AGREEMENT dated as of February 29, 1996 between UNION PACIFIC RAILROAD COMPANY ("UPRR") and CHASE EQUIPMENT LEASING, INC. ("CELI"),

W I T N E S S E T H "

WHEREAS, CELI intends to lease from UPRR for a term of five (5) years certain railcars, as identified in the equipment schedule pursuant to a Lease Agreement dated as of February 29, 1996 between UPRR, as lessor, and CELI, as lessee (the "Primary Lease"); and

WHEREAS, CELI will cause the railcars leased pursuant to the Primary Lease (the "Equipment") to be repaired pursuant to the Services Agreement dated as of February 29, 1996, between UPRR and CELI (the "Services Agreement"), at CELI's expense, and will sublease the Equipment to UPRR for an initial term of thirty-six (36) months, delivering the Equipment, whether or not yet repaired, pursuant to a Sublease Agreement dated as of February 29, 1996, between CELI, as sublessor, and UPRR, as sublessee (the "Sublease"); and

WHEREAS, CELI will pay to UPRR the sum of $4,000,000 on February 29, 1996 in full payment of all amounts to become due under the Services Agreement from time to time as the Equipment is repaired; and

WHEREAS, the parties to the Sublease have entered into an Agreement Providing Purchase and Renewal Options and Equipment Return Conditions dated as of February 29, 1996 (the "Option Agreement") which, among other provisions, obligates UPRR (i) to purchase the Equipment for specified amounts; or (ii) to market the Equipment, including UPRR's interest therein, with the proceeds being paid to CELI until it realizes a specified recovery; and, under certain circumstances (iii) to pay CELI specified amounts if the proceeds of marketing do not provide CELI with the specified recovery (the specified obligations of UPRR noted above are referred to herein as the "Option Obligations"); and

WHEREAS, the respective ownership interests of the parties in the Equipment after the repairs to be made under the Services Agreement are an undivided interest of 37.610% for UPRR and 62.390% for CELI; and

WHEREAS, UPRR has agreed to grant to CELI a security interest in UPRR's interest in the Equipment and the proceeds thereof, and in the "Repair Account" (as defined in Section One hereof) to secure the "Obligations" (as defined in Section One hereof);

NOW, THEREFORE, in consideration of the mutual covenants and promises hereinafter set forth and for other good and valuable consideration, it is agreed:

SECTION ONE: Definitions. In addition to the capitalized terms which are defined in the preamble of this Agreement, the following terms shall mean:

"Obligations" mean UPRR's Option Obligations and UPRR's obligations as Lessee under the Sublease, but only those obligations which exist after the occurrence of a "bankruptcy Event of Default" as described under Section 18(b) of the Sublease.

"Repair Account" means UPRR's account established with Chase Manhattan Bank, N.A. ("Chase") into which the funds paid by CELI on February 29, 1996 under the Services Agreement, but not yet applied to the cost of repairs to the Equipment, shall be deposited and maintained until withdrawn by UPRR at its sole discretion and applied to the cost of such repairs.

Capitalized terms used herein, but not defined herein shall have the meaning ascribed to them under the Sublease.

SECTION TWO: Security Interest. UPRR hereby grants to CELI, its successors and assigns, a security interest in (i) UPRR's 37.610% undivided interest in each Item of Equipment which is now or hereafter subject to the Sublease, as identified in Schedule A annexed hereto, or in any amendments to such schedule; (ii) the proceeds of such interest in the Equipment; and (iii) the Repair Account, to secure UPRR's performance and payment of the Obligations.

UPRR agrees that Chase may, upon notice from CELI as to the security interest, agree to be CELI's agent for the sole purpose of perfecting a possessory security interest in the Repair Account. Unless and until CELI delivers written notice to Chase and UPRR that UPRR has defaulted in one or more of its Obligations, UPRR shall have exclusive control over the Repair Account, ownership of all income earned thereon, and the right to withdraw amounts from the Repair Account at its sole discretion from time to time and at any time.

SECTION THREE: Remedies. In the event (i) UPRR fails to perform or pay any of its Option Obligations and such failure continues for thirty (30) days after UPRR receives written notice of such failure from CELI; or (ii) a bankruptcy Event of Default has occurred under Section 18(b) of the Sublease; then CELI shall have all of the remedies of a secured party and UPRR shall have all of the rights and duties of a debtor, as to the collateral specified in Section Two hereof, pursuant to the Uniform Commercial Code of Nebraska and any other applicable law. Any

sale of UPRR's interest in the Equipment after a bankruptcy Event of Default shall be governed by Section 18(b) of the Sublease, and any sale of UPRR's interest in the Equipment after a default in the Option Obligations shall be governed by the provisions of the Option Agreement as to the application of the proceeds of sale. In furtherance of its remedies concerning the Repair Account, following a default under either clause (i) or clause (ii) of this Section Three, CELI may notify Chase of the default and instruct Chase to freeze the Repair Account pending further proceedings by CELI to realize on its security interest therein.

SECTION FOUR: Perfection; Termination.

4(a) This Security Agreement shall be filed with the Surface Transportation Board (the "STB") and amended filings shall be made with the STB from time to time as additional Items of Equipment are identified. UPRR authorizes CELI to file financing statements and financing statement amendments, on UPRR's behalf, evidencing its security interests in the Equipment in any public office which CELI deems appropriate to perfect its security interests, and UPRR shall cooperate with CELI in executing such transmittals, schedules, financing statements or other similar documents as CELI reasonably requests from time to time in connection with such filings.

4(b) The security interests granted herein shall terminate and be released or discharged by CELI (i) as to the Repair Account when all funds on deposit therein have been withdrawn by UPRR or, after default and successful realization with respect to such funds, by CELI in the exercise of its remedies pursuant to this Security Agreement, and (ii) as to the Equipment, upon full and final performance by UPRR of its Option Obligations.

SECTION FIVE. Miscellaneous.

5(a) Governing Law. This Agreement shall be governed and construed in accordance with the substantive laws of the State of Nebraska, and shall be deemed to have been made in Douglas County, Nebraska regardless of the order in which it is executed.

5(b) Notice. Any notice or demand provided for herein shall be given in the manner set forth in Section 23 of the Sublease.

5(c) Severability. If any provision or remedy set forth or provided in this Agreement shall be invalid under any applicable law, such provision or remedy shall be inapplicable and deemed omitted but the remaining provisions, including the

remaining remedies, shall be given effect in accordance with the manifest intent hereof.

5(d) Amendments, Waivers and Rights. No amendment, waiver or modification of any term of this Agreement shall be valid unless in writing signed by the party to be charged and no waiver by CELI of any provision or default shall constitute a waiver of any other provision or default. The parties' rights and remedies hereunder are cumulative and not alternative and are in addition to all rights which either party may have under the Primary Lease, Sublease or Option Agreement.

5(e) Assignability. This Agreement may not be assigned by either party except for an assignment by CELI in connection with its assignment of the Sublease, as provided in Section 19(c) of the Sublease, and this Agreement shall inure to the benefit of and be enforceable by the successors of UPRR and CELI.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date and year first above written.

CHASE EQUIPMENT LEASING, INC.	UNION PACIFIC RAILROAD COMPANY
By: [illegible]	By: Charles R. Eule
Its: President	Its: Vice President-Purchasing

STATE OF NEW YORK
COUNTY OF MONROE

On this 1st day of ~~February~~ March, 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.

ROSE L. SHORT
Notary Public, State of New York
No. 4886313
Qualified in Monroe County
Certificate Filed in Monroe County
Commission Expires March 9, 1997

Rose L Short
Signature of Notary Public
My Commission expires 3-9-97

STATE OF NEBRASKA
COUNTY OF DOUGLAS

On this 29th day of February, 1996, 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 foregoing instrument was signed 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.

GENERAL NOTARY-State of Nebraska
RUTH A. HOWARD
My Comm. Exp. Nov. 5, 1996

Ruth A Howard
Signature of Notary Public
My Commission expires 11/5/96

SCHEDULE A
TO
SECURITY AGREEMENT
DATED AS OF FEBRUARY 29, 1996

Date: February 29, 1996

Description of Equipment and Car Markings and Numbers

The following Covered Hopper Railcars:

Car Markings/Numbers

AAR Kind	Initials	Number	Count
C112	UP	21325	1
C112	UP	21329	
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
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C113	MP	710628	1
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C113	MP	710684	1
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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

Car Markings/Numbers

C113	MP	710759	1
C113	MP	710766	1
C113	MP	710772	1
C113	MP	710774	1
C113	MP	710782	1
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C113	MP	711085	1
C113	MP	711095	1
C113	MP	711095	1
C113	MP	711100	1
C113	MP	711104	1
C113	MP	711267	1

Car Markings/Numbers

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
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C113	MP	711638	1
C113	MP	711751	1
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C113	MP	715761	1
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C113	MP	715943	1

Car Markings/Numbers

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
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C113	MP	716728	1
C113	MP	716740	1
C113	MP	716895	1
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C113	MP	717097	1
C113	MP	717120	1
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C113	MP	717433	1
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C113	MP	717581	1
C113	MP	717584	1
C113	MP	717603	1
C113	MP	717621	1

Car Markings/Numbers			
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C113	MP	717636	1
C113	MP	717663	1
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C113	MP	717670	1
C113	MP	717677	1
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C113	MP	717769	1
C113	MP	717774	1
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C113	MP	718357	1
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C113	MP	718380	1
C113	MP	718385	1
C113	MP	718445	1

Car Markings/Numbers			
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C113	MP	718490	1
C113	MP	718573	1
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C113	MP	718681	1
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C113	MP	723741	1

Car Markings/Numbers			
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C113	MP	723791	1
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C113	MP	724251	1
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C113	MP	724347	1
C113	MP	740437	1
C113	UP	74420	1
C113	UP	13060	1

Car Markings/Numbers			
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Car Markings/Numbers

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Car Markings/Numbers

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Car Markings/Numbers			
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Car Markings/Numbers			
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Car Markings/Numbers

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