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APR 18 '97 1-08PM

April 17, 1997

BY HAND DELIVERY

Vernon A. Williams
Secretary
Surface Transportation Board
Department of Transportation
Washington, D.C. 20423

APR 10 1 08 PM '97
RECEIVED
SURFACE TRANSPORTATION BOARD

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 secondary document, dated as of April 10, 1997.

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 Schedule A attached hereto.

A fee of $22 is enclosed. Please return the original and any extra copies not needed by the Surface Transportation Bond for recordation to:

12A 38937

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 secondary document is an Addendum to Memorandum of Lease of Railroad Equipment dated as of November 8, 1996, recorded with the Surface Transportation Board on November 14, 1996, number 20364. The Addendum describes 1160 railcars which are added to the Lease.

Very truly yours,

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

JRT/bjs

SCHEDULE A
TO
TRANSMITTAL LETTER

Date: April 10, 1997

)Description of Equipment and Car Markings and Numbers

UNION PACIFIC RAILROAD			
4/97 CHASE Financing			
AAR Kind	Initial	Number	Count
Boxcars			
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A402	MP	366847	1
A402	MP	366923	1
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E730	MP	651292	1
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E830	MP	654998	1
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J311	UP	35488	1
J311	UP	35494	1
Flatcars			
F152	SSW	86590	1
F202	UP	57945	1
F243	SSW	87575	1
F244	SSW	87578	1
F245	SSW	87591	1
F246	SSW	87749	1
F247	SSW	87777	1
F248	SSW	87932	1
F249	SSW	87959	1
F250	SSW	87980	1
F251	SSW	88030	1
F253	UP	215697	1
F383	UP	273268	1
F383	UP	273628	1
F411	SSW	80074	1
F483	UP	217032	1
Insulated Boxcars			
R410	CHTT	50050	1
R410	CHTT	50079	1
R410	CHTT	50095	1
R410	CHTT	50128	1
R410	CHTT	50130	1
R410	CHTT	61763	1
R410	CNW	32825	1

R410	CNW	540329	1
R410	CNW	540350	1
R410	CNW	540369	1
R410	CNW	543130	1
R410	CNW	543131	1
R410	CNW	543233	1
R410	CNW	543247	1
R410	CNW	543252	1
R410	CNW	600508	1
R410	UP	450088	1
R410	UP	450344	1
R410	UP	450624	1
R410	UP	450674	1
R410	UP	450815	1
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R410	UP	453074	1
R410	UP	453083	1
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R410	UP	465106	1
R610	MP	795007	1
R610	UP	463017	1
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R610	UP	463054	1
R610	UP	463115	1
R610	UP	463134	1
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R610	UP	463207	1
R610	UP	463219	1
R610	UP	463296	1
R610	UP	466216	1
Autoracks			
V401	ETTX	700738	1
V401	ETTX	852772	1
V401	ETTX	852810	1
V401	ETTX	907039	1
V411	ETTX	800186	1
V411	ETTX	800515	1
V411	ETTX	800964	1
V411	ETTX	801292	1
V411	ETTX	801387	1
V411	ETTX	801394	1
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V411	ETTX	820951	1
V411	ETTX	853646	1
V411	ETTX	853724	1
V411	ETTX	900470	1
V411	ETTX	901037	1
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V411	ETTX	903438	1
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V411	ETTX	908064	1
V411	ETTX	908152	1
V411	ETTX	908252	1
V411	ETTX	908459	1
V411	ETTX	909167	1
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V411	ETTX	909472	1
V412	ETTX	700536	1
V412	ETTX	700559	1
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			1160

RECORDATION NO 20364-A FILED

APR 18 '97 1-08PM

ADDENDUM TO MEMORANDUM OF LEASE
OF RAILROAD EQUIPMENT

THIS ADDENDUM refers to the MEMORANDUM OF LEASE OF RAILROAD EQUIPMENT recorded with the Surface Transportation Board on November 14, 1996, number 20364, evidencing the lease of Equipment, pursuant to the Equipment Schedule dated as of November 8, 1996 to the Lease Agreement dated as of November 8, 1996 (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 to add additional railcars to the Lease as described in the Addendum 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 10th day of April, 1997.

LESSEE	LESSOR
CHASE EQUIPMENT LEASING, INC.	UNION PACIFIC RAILROAD COMPANY
By: _____	By: _____
Title: ~~President~~ EVP	Title: Assistant Treasurer

12A 38262

STATE OF NEW YORK
COUNTY OF MONROE

On this 16th day of April, 1997, before me personally appeared Edward J. Perkowski, to me personally known, who being by me duly sworn, says that he is the Executive Vice 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)

Jilann C. Power
Signature of Notary Public
My Commission expires 10/31/97

JILANN C. POWER
NOTARY PUBLIC, State of New York
Qualified in Wayne County
Commission Expires Oct. 31, 1997

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF LEHIGH

On this 15th day of April, 1997, before me personally appeared John B. Larsen, to me personally known, who being by me duly sworn, says that (s)he is the 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 (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(seal)

Valerie A. Madea
Signature of Notary Public
My Commission expires 10/10/98

Notarial Seal
Valerie A Madea, Notary Public
Allen Twp , Northampton County
My Commission Expires Oct 10, 1998
Member, Pennsylvania Association of Notaries

ADDENDUM TO SCHEDULE A
TO
MEMORANDUM OF LEASE
OF RAILROAD EQUIPMENT

Date: April 10, 1997

Description of Equipment and Car Markings and Numbers

UNION PACIFIC RAILROAD			
4/97 CHASE Financing			
AAR Kind	Initial	Number	Count
Boxcars			
A402	MP	366658	1
A402	MP	366713	1
A402	MP	366847	1
A402	MP	366923	1
A405	MP	253941	1
A406	MP	374651	1
A406	MP	374653	1
A406	MP	374655	1
A406	MP	374674	1
A406	MP	374676	1
A406	MP	374682	1
A406	MP	374684	1
A406	MP	374696	1
A406	MP	374698	1
A406	MP	374702	1
A406	MP	374704	1
A406	MP	374709	1
A406	MP	374715	1
A406	MP	374716	1
A406	MP	374723	1
A406	MP	374737	1
A406	MP	374739	1
A406	MP	374751	1
A406	MP	374752	1
A406	MP	374760	1

A406	MP	374765	1
A406	MP	374776	1
A406	MP	374797	1
A406	MP	374818	1
A406	MP	374841	1
A406	MP	374844	1
A406	MP	374897	1
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A406	MP	374936	1
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J311	UP	35487	1
J311	UP	35488	1
J311	UP	35494	1
Flatcars			
F152	SSW	86590	1
F202	UP	57945	1
F243	SSW	87575	1
F244	SSW	87578	1
F245	SSW	87591	1
F246	SSW	87749	1
F247	SSW	87777	1
F248	SSW	87932	1
F249	SSW	87959	1
F250	SSW	87980	1
F251	SSW	88030	1
F253	UP	215697	1
F383	UP	273268	1
F383	UP	273628	1
F411	SSW	80074	1
F483	UP	217032	1
Insulated Boxcars			
R410	CHTT	50050	1
R410	CHTT	50079	1
R410	CHTT	50095	1
R410	CHTT	50128	1
R410	CHTT	50130	1
R410	CHTT	61763	1
R410	CNW	32825	1

R410	CNW	540329	1
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R410	CNW	540369	1
R410	CNW	543130	1
R410	CNW	543131	1
R410	CNW	543233	1
R410	CNW	543247	1
R410	CNW	543252	1
R410	CNW	600508	1
R410	UP	450088	1
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R410	UP	450624	1
R410	UP	450674	1
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R410	UP	465106	1
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R610	UP	463017	1
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