



RECORDATION NO. 7404-F FILED 1995
MAY 18 1995 - 3 15 PM
INTERSTATE COMMERCE COMMISSION

RECEIVED
OFFICE OF THE
SECRETARY
MAY 18 3 09 PM '95
LICENSING BRANCH

May 15, 1995

Interstate Commerce Commission
Recordation Unit
Room 2311
12th Street & Constitution Avenue, N.W.
Washington, DC 20423

RE: Request for Filing: Amendment No. 3, dated as of January 1, 1995,
between Bank of Stockton, and Union Pacific Railroad.

To Whom It May Concern:

Enclosed please find three executed originals of the Amendment No. 3 associated with a transaction for which documents were originally filed with the Interstate Commerce Commission on February 20, 1974 under Recordation No. 7404 (details are specified in the Amendment). Please file this Amendment No. 3 appropriately, and return to me two originals with evidence of filing. Attached is the fee of \$21.00 on our check # 1129, in the amount of \$21.00.

Should you have any questions, please telephone me at (415)955-3373. Thank you.

Very truly yours,

GATX CAPITAL CORPORATION

Sheila A. Stetson
Contract Administration

Encls.

cc: Western Pacific (Union Pacific), #80096-02-001-00, corresp.



Interstate Commerce Commission
Washington, D.C. 20423-0001

5/18/95

Office Of The Secretary

Shelia A. Stetson
Contract Administration
GATX CAPITAL CORPORATION

Dear Radam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/18/95 at 3:15PM, and assigned recordation number(s). 7404-F.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100631053)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with 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 opportunity to examine your document.

Signature

RAILROAD COUNTERPART

RECORDED 7404-F
FILED 1426

MAY 18 1995 3 10 PM

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE is executed to be effective as of January 1, 1995, between BANK OF STOCKTON ("Bank") and UNION PACIFIC RAILROAD COMPANY (successor to The Western Pacific Railroad Company) ("UP").

WITNESSETH

Bank, as lessor, entered into a Lease of Railroad Equipment, dated as of February 1, 1974, with The Western Pacific Railroad Company, as lessee, filed with the ICC on February 20, 1974 and given Recordation Number 7404, which Lease of Railroad Equipment was amended and restated pursuant to Amendment Agreement dated as of March 1, 1974, refiled with the ICC on April 23, 1974 and given Recordation Number 7404-B (the "Original Lease"). The Original Lease covered, among other rail equipment, twelve (12) 60'9", 100 ton solid bottom gondola cars, bearing road numbers WP5101-WP5112 inclusive (the "Railcars").

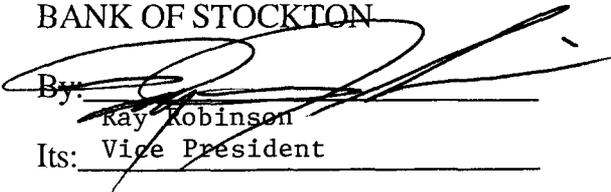
The Original Lease was extended with respect to the Railcars through January 1, 1993 pursuant to an Amendment No. 1 to Lease of Railroad Equipment dated as of January 1, 1990, and through December 31, 1994 pursuant to Amendment No. 2 dated as of January 1, 1993. The Original Lease, as amended, is hereinafter referred to as the "Lease".

Bank and UP have entered into AMENDMENT NO. 3 TO LEASE OF RAILROAD EQUIPMENT dated as of January 1, 1995 in order to extend the term of the Lease as to the Railcars from January 1, 1995 through December 31, 1995.

This Memorandum of Lease has been executed and delivered by the parties for the purpose of recording and giving notice of the extension of the term of the Lease.

IN WITNESS WHEREOF, Bank and UP have executed this instrument as of the date first above written.

BANK OF STOCKTON

By: 

Ray Robinson
Its: Vice President

UNION PACIFIC RAILROAD COMPANY

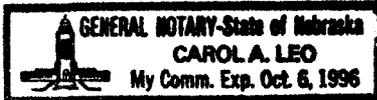
By: 

C. R. Eisele
By: Vice President-Purchasing

State of Nebraska)
County of Douglas)

On May 1, 1995 before me, Carol A. Leo, Notary Public, personally appeared C. R. Eisele, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



Carol A. Leo
Notary Public

Capacity Claimed by Signer:

- Individual Corporate Officer VP-Purchasing Partner Limited
 Attorney-in-fact Trustee Title(s) General
 Other _____

Signer is Representing _____

State of California)
County of San Joaquin)

On May 10, 1995 before me, Linda Lea Caldwell, Notary Public, personally appeared Ray Robinson, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



Linda Lea Caldwell
Notary Public

Capacity Claimed by Signer:

- Individual Corporate Officer Vice President Partner Limited
 Attorney-in-fact Trustee Title(s) General
 Other _____

Signer is Representing _____