

# CHAPMAN AND CUTLER

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1877-1943  
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May 21, 1997

RECORDATION NO. 20688-D FILED

MAY 21 '97

10-50AM

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
MAY 21 10 49 AM '97

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, D.C. 20423-0001

Re: Union Pacific Railroad Company  
Leveraged Lease Financing  
UPRR 1997-C

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, three original copies of the document described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The enclosed document is as follows:

Memorandum of Lease Assignment (UPRR 1997-C), dated May 22, 1997, between Harris Trust and Savings Bank, as security trustee (the "Security Trustee" or the "Assignee"), and SCL Plasma Co., Ltd., as lessor (the "Lessor" or the "Assignor").

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

Security Trustee and Assignee:	Harris Trust and Savings Bank, as Security Trustee 311 West Monroe Street Chicago, Illinois 60690
Lessor and Assignor:	SCL Plasma Co., Ltd. 7-1, Nakase 1-chome Mihama-ku, Chiba-shi Chiba, 261 Japan Attention: Representative Director

The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment is as set forth on Exhibit A hereto.

A fee of twenty-four dollars (\$24.00) is enclosed. Please time and date stamp the enclosed copies of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Karl T. Williams, Esq.  
Chapman and Cutler  
111 West Monroe  
Chicago, Illinois 60603

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

*Chapman and Cutler*

MEMORANDUM OF LEASE ASSIGNMENT:

Memorandum of Lease Assignment (UPRR 1997-C) between Harris Trust and Savings Bank, as Security Trustee, 311 West Monroe Street, Chicago, Illinois 60690, and SCL Plasma Co., Ltd., as Lessor, 7-1, Nakase 1-chome, Mihama-ku, Chiba-shi, Chiba, 261 Japan Attention: Representative Director, dated May 22, 1997, covering diesel electric locomotives bearing the road numbers listed in the Schedule thereto. This document relates to the Memorandum of Lease Agreement, dated May 22, 1997, the Memorandum of Mortgage and Security Agreement, dated May 22, 1997, the Memorandum of Mortgage Supplement No. 1, dated May 22, 1997, and the Memorandum of Lease Supplement No. 1, dated May 22, 1997, which were recorded with the Surface Transportation Board on May 21, 1997 at 10:50 a.m. under recordation numbers 20688, 20688-A, 20688-C and 20688-B, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams  
Karl T. Williams

KTW/rm  
Enclosure

MAY 21 '97 10-50AM

MEMORANDUM OF LEASE ASSIGNMENT  
(UPRR 1997-C)

Memorandum of Lease Assignment, made and entered into on May 22, 1997, by and between SCL Plasma Co., Ltd., a Japanese corporation ("Lessor"), and Harris Trust and Savings Bank, an Illinois banking corporation, as security trustee ("Security Trustee").

WITNESSETH:

1. The Lessor and Union Pacific Railroad Company ("Lessee") have entered into that certain Lease Agreement (UPRR 1997-C) (the "Lease Agreement"), dated May 9, 1997, and Lease Supplement No. 1 (the "Lease Supplement") thereto, dated May 22, 1997, covering certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

2. Memoranda of said Lease Agreement and of said Lease Supplement were recorded with the Surface Transportation Board on May 21, 1997 at 10:50 a.m. under recordation numbers 20688 and 20688-B, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Mortgage and Security Agreement (UPRR 1997-C) (the "Mortgage"), dated May 9, 1997, and Mortgage Supplement No. 1 (the "Mortgage Supplement") thereto, dated May 22, 1997, pursuant to which Lessor has assigned the aforesaid Lease Agreement, the aforesaid Lease Supplement No. 1, and the rents and other proceeds therefrom (with certain exceptions) to the Security Trustee.

4. Memoranda of said Mortgage and of said Mortgage Supplement were recorded with the Surface Transportation Board on May 21, 1997 at 10:50 a.m. under recordation numbers 20688-A and 20688-C, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

SCL PLASMA CO., LTD.

By [Signature]  
Name: Teruhiko Sugasawa  
Title: Attorney-in-Fact

Executed on this 12<sup>th</sup> day of May, 1997.

HARRIS TRUST AND SAVINGS BANK

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_ day of May, 1997.

**MEMORANDUM OF LEASE ASSIGNMENT  
(UPRR 1997-C)**

Memorandum of Lease Assignment, made and entered into on May 22, 1997, by and between SCL Plasma Co., Ltd., a Japanese corporation ("*Lessor*"), and Harris Trust and Savings Bank, an Illinois banking corporation, as security trustee ("*Security Trustee*").

**WITNESSETH:**

1. The Lessor and Union Pacific Railroad Company ("*Lessee*") have entered into that certain Lease Agreement (UPRR 1997-C) (the "*Lease Agreement*"), dated May 9, 1997, and Lease Supplement No. 1 (the "*Lease Supplement*") thereto, dated May 22, 1997, covering certain locomotives bearing road numbers as listed on Exhibit A attached hereto.

2. Memoranda of said Lease Agreement and of said Lease Supplement were recorded with the Surface Transportation Board on May 21, 1997 at 10:50 a.m. under recordation numbers 20688 and 20688-B, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Mortgage and Security Agreement (UPRR 1997-C) (the "*Mortgage*"), dated May 9, 1997, and Mortgage Supplement No. 1 (the "*Mortgage Supplement*") thereto, dated May 22, 1997, pursuant to which Lessor has assigned the aforesaid Lease Agreement, the aforesaid Lease Supplement No. 1, and the rents and other proceeds therefrom (with certain exceptions) to the Security Trustee.

4. Memoranda of said Mortgage and of said Mortgage Supplement were recorded with the Surface Transportation Board on May 21, 1997 at 10:50 a.m. under recordation numbers 20688-A and 20688-C, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

SCL PLASMA CO., LTD.

By \_\_\_\_\_

Name: Teruhiko Sugasawa

Title: Attorney-in-Fact

Executed on this \_\_\_ day of May, 1997.

HARRIS TRUST AND SAVINGS BANK

By \_\_\_\_\_

Name: KEVIN O. HEALEY

Title: SENIOR VICE PRESIDENT

Executed on this 21 day of May, 1997.

STATE OF NEW YORK )  
 ) SS.:  
COUNTY OF New York )

On this, the 12<sup>th</sup> day of May, 1997, before me, a Notary Public in and for said County and State, personally appeared Teruhiko Sugasawa, who being by me duly sworn, says that he is the Attorney-in-Fact of SCL PLASMA CO., LTD., that said instrument was signed on May 12, 1997 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Jo Ann Elardo  
Name: JO ANN ELARDO  
Notary Public Notary Public, State of New York  
My Commission Expires: No. 01EL4737738  
Residing in \_\_\_\_\_ Qualified in Richmond County  
Commission Expires May 31, 1997

STATE OF ILLINOIS )  
 ) SS.:  
COUNTY OF COOK )

On this, the \_\_\_\_ day of May, 1997, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of HARRIS TRUST AND SAVINGS BANK, that said instrument was signed on May \_\_, 1997 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF NEW YORK )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of May, 1997, before me, a Notary Public in and for said County and State, personally appeared Teruhiko Sugawara, who being by me duly sworn, says that he is the Attorney-in-Fact of SCL PLASMA CO., LTD., that said instrument was signed on May \_\_, 1997 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

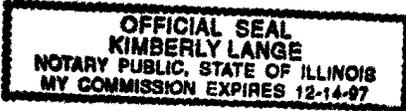
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF ILLINOIS )  
 ) SS.:  
COUNTY OF COOK )

On this, the 8th day of May, 1997, before me, a Notary Public in and for said County and State, personally appeared KEVIN O. HEALEY, who being by me duly sworn, says that (s)he is the SVP of HARRIS TRUST AND SAVINGS BANK, that said instrument was signed on May 8, 1997 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



[Signature]  
Name:  
Notary Public  
My Commission Expires:  
Residing in COOK

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD-90 MAC Diesel Electric Locomotives	15	8119, 8123, 8125, 8138, 8139, 8140, 8142, 8144, 8145, 8146, 8147, 8148 8149, 8150 and 8151