

CRAVATH, SWAINE & MOORE

WORLDWIDE PLAZA
825 EIGHTH AVENUE
NEW YORK, NY 10019-7475

TELEPHONE: (212) 474-1000
FACSIMILE: (212) 474-3700

33 KING WILLIAM STREET SUITE 2609, ASIA PACIFIC FINANCE TOWER
LONDON EC4R 9DU ENGLAND 3 GARDEN ROAD, CENTRAL
TELEPHONE: 44-171-453-1000 HONG KONG
FACSIMILE: 44-171-860-1150 TELEPHONE: 852-2509-7200
FACSIMILE: 852-2509-7272

WRITER'S DIRECT DIAL NUMBER

SAMUEL C. BUTLER
GEORGE J. GILLESPIE, III
THOMAS D. BARR
MELVIN L. BEDRICK
GEORGE T. LOWY
ROBERT ROSENMAN
ALAN J. HRUSKA
JAMES M. EDWARDS
FREDERICK A.O. SCHWARZ, JR.
CHRISTINE BESHAR
ROBERT S. RIFKIND
DAVID O. BROWNWOOD
PAUL M. DODYK
RICHARD M. ALLEN
THOMAS R. BROME
ROBERT D. JOFFE
HERBERT L. CAMP
ALLEN FINKELSON

RONALD S. ROLFE
PAUL C. SAUNDERS
MARTIN L. SENZEL
DOUGLAS D. BROADWATER
ALAN C. STEPHENSON
MAX R. SHULMAN
STUART W. GOLD
JOHN W. WHITE
JOHN E. BEERBOWER
EVAN R. CHESLER
PATRICIA GEOGHEGAN
D. COLLIER KIRKHAM
MICHAEL L. SCHLER
DANIEL P. CUNNINGHAM
KRIS F. HEINZELMAN
B. ROBBINS KIESSLING
ROGER D. TURNER
PHILIP A. GELSTON

RORY O. MILLSON
NEIL P. WESTREICH
FRANCIS P. BARRON
RICHARD W. CLARY
WILLIAM P. ROGERS, JR.
JAMES D. COOPER
STEPHEN L. GORDON
ROBERT A. KINDLER
DANIEL L. MOSLEY
GREGORY M. SHAW
PETER S. WILSON
JAMES C. VARDELL, III
ROBERT H. BARON
KEVIN J. GREHAN
W. CLAYTON JOHNSON
STEPHEN S. MADSEN
C. ALLEN PARKER
MARC S. ROSENBERG

WILLIAM B. BRANNAN
LEWIS R. STEINBERG
SUSAN WEBSTER
WILLIAM H. WIDEN
TIMOTHY G. MASSAD
DAVID MERCADO
ROWAN D. WILSON
JOHN T. GAFFNEY
PETER T. BARBUR
SANDRA C. GOLDSTEIN
PAUL MICHALSKI
THOMAS G. RAFFERTY
MICHAEL S. GOLDMAN
GEORGE W. BILICIC, JR.
RICHARD HALL
ELIZABETH L. GRAYER
JULIE A. NORTH

RECORDATION NO. 20825-A FILED

(212) 474-1820

AUG 19 '97 10-49 AM

August 18, 1997

Dear Mr. Williams:

In accordance with 49 U.S.C. §11301, we submit herewith for recording with the Surface Transportation Board original counterparts of the document described below.

This document is a Memorandum of Lease Assignment, a "secondary document", dated as of August 1, 1997. The primary document to which this is related is the Memorandum of Lease Agreement dated as of August 1, 1997, presented to the Board for recordation today.

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

ASSIGNOR: Chase Manhattan Bank Delaware,
as trustee for the
UP 1997 TRUST FOR AMSOUTH
1201 Market Street
Wilmington, Delaware 19801

ASSIGNEE: Citibank, N.A.
120 Wall Street
New York, New York 10043

The equipment covered by the document is listed in Schedule A hereto, and bears the reporting marks and road numbers of Union Pacific Railroad Company listed therein.

The recordation fee of \$24.00 is enclosed. After recordation, please return the counterparts not needed by the Board, stamped with the recordation data, to the undersigned at the address shown above.

A short summary of the document for use in the index follows:

Memorandum of Lease Assignment dated as of August 1, 1997, between Chase Manhattan Bank Delaware, as trustee for the UP 1997 TRUST FOR AMSOUTH, as assignor, and Citibank, N.A., as assignee, covering the Lease Agreement dated as of August 1, 1997, between Chase Manhattan Bank Delaware (as trustee as aforesaid) and Union Pacific Railroad Company, and the Lease and Indenture Supplement covering 757 autoracks, 136 covered hopper cars and 210 gondola cars.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



Michael Rice

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

Encl.

SCHEDULE A
(Transaction dated August 1, 1997,
UP 1997 Trust for AmSouth)

<u>Quantity and Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
757 Autoracks	UPL	92458--92929, 92959--93243, inclusive
136 Covered Hopper Cars	UP	218745--218880, inclusive
210 Gondola Cars	UP	33100--33309 inclusive

AUG 19 '97 10-49AM

MEMORANDUM OF LEASE ASSIGNMENT dated as of August 1, 1997, between CHASE MANHATTAN BANK DELAWARE, not in its individual capacity but solely as trustee for the UP 1997 TRUST FOR AMSOUTH (hereinafter, in such capacity, called the Assignor), and CITIBANK, N.A., as indenture trustee under the Indenture and Security Agreement referred to below (hereinafter, in such capacity, called the Assignee).

WHEREAS the Assignor and Union Pacific Railroad Company are entering into that certain Lease Agreement dated as of the date hereof and supplements thereto, covering the railroad equipment listed in Schedule A hereto, bearing the reporting marks and road numbers of Union Pacific Railroad Company shown in said Schedule A and all additions and alterations thereof, replacements thereof and substitutions therefor; and

WHEREAS the Assignor and the Assignee are entering into that certain Trust Indenture and Security Agreement dated as of the date hereof and supplements thereto, pursuant to which the aforesaid Lease Agreement and supplements thereto are being assigned by the Assignor to the Assignee.

IN WITNESS WHEREOF, the parties wish to show for the public record the assignment of the aforesaid Lease Agreement to the Assignee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

CHASE MANHATTAN BANK DELAWARE, not in its individual capacity but solely as trustee, as aforesaid

by 

CITIBANK, N.A., as indenture trustee, as aforesaid

by 

STATE OF DELAWARE)
) SS.:
COUNTY OF NEW CASTLE)

On this 7th day of August, 1997, before me personally appeared John J. Cashin, to me personally known, who, by me being duly sworn, says that he is a Vice President of CHASE MANHATTAN BANK DELAWARE, and that the foregoing instrument was signed on behalf of said bank 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 bank.

...*Diane L. Prengle*...
Notary Public

My commission expires **DIANE L. PRENGLE**
NOTARY PUBLIC
COMMISSION EXPIRES
10/13/98

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

On this 12th day of August, 1997, before me personally appeared P. DeFelice, to me personally known, who, by me being duly sworn, says that he is a Vice President of CITIBANK, N.A., that the foregoing instrument was signed on behalf of said national banking association 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 national banking association.

...*Jeffery Berger*...
Notary Public

My commission expires

JEFFRY BERGER
Notary Public, State of New York
No. 01BE5015814
Qualified in Kings County
Commission Expires July 26, 19 99

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