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RECORDATION NO. 20829-A FILED

August 18, 1997

AUG 19 '97

10-44 AM

9-97

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 3, 1997. The primary document to which this is related is the Memorandum of Lease Agreement dated as of August 3, 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 FIRST UNION  
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.

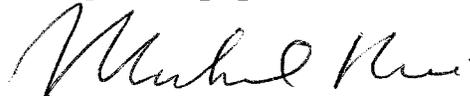
The recordation fee of \$24.00 is enclosed. After recordation, please return the counterparts not needed by the Board, stamped with the recordation data, to the undersigned at the address shown above.

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

Memorandum of Lease Assignment dated as of August 3, 1997, between Chase Manhattan Bank Delaware, as trustee for the UP 1997 TRUST FOR FIRST UNION, as assignor, and Citibank, N.A., as assignee, covering the Lease Agreement dated as of August 3, 1997, between Chase Manhattan Bank Delaware (as trustee as aforesaid) and Union Pacific Railroad Company, and the Lease and Indenture Supplement covering 42 locomotives.

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 3, 1997,  
UP 1997 Trust for First Union)

<u>Quantity and Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
42 General Electric model AC4400 diesel-electric locomotives		6635, 6655--6695, inclusive

AUG 19 '97

10-44 AM  
9-27

MEMORANDUM OF LEASE ASSIGNMENT dated as of August 3, 1997, between CHASE MANHATTAN BANK DELAWARE, not in its individual capacity but solely as trustee for the UP 1997 TRUST FOR FIRST UNION (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 7<sup>th</sup> 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 11<sup>th</sup> 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.

*Jeffrey Berger*  
Notary Public

My commission expires

JEFFRY BERGER  
Notary Public, State of New York  
No. 01BE5015814  
Qualified in Kings County  
Commission Expires July 28, 1999

SCHEDULE A  
(Transaction dated August 3, 1997,  
UP 1997 Trust for First Union)

<u>Quantity and Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
42 General Electric model AC4400 diesel-electric locomotives		6635, 6655--6695, inclusive