

CHAPMAN AND CUTLER

MAR 30 '98

11-00 AM

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080

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FAX (312) 701-2361
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March 30, 1998

2 North Central Avenue
Phoenix, Arizona 85004
(602) 256-4060

50 South Main Street
Salt Lake City, Utah 84144
(801) 533-0066

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 1998-C

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two 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 1998-C), dated March 31, 1998, between Harris Trust and Savings Bank, as security trustee (the "Security Trustee" or the "Assignee"), and MLD SC Rail Leasing I 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:	MLD SC Rail Leasing I Co., Ltd. 2-9, Nishi-Shinbashi 1-chome Minato-ku Tokyo 105, 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-six dollars (\$26.00) 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

Counterpart -

RECEIVED
SURFACE TRANSPORTATION
BOARD
MAR 30 10 56 AM '98

CHAPMAN AND CUTLER

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

MEMORANDUM OF LEASE ASSIGNMENT:

Memorandum of Lease Assignment (UPRR 1998-C) between Harris Trust and Savings Bank, as Security Trustee, 311 West Monroe Street, Chicago, Illinois 60690, and MLD SC Rail Leasing I Co., Ltd., as Lessor, Nishi-Shinbashi 1-chome, Minato-ku, Tokyo 105, Attention: Representative Director, dated March 31, 1998, covering diesel electric locomotives bearing the road numbers listed in the Schedule thereto. This document relates to the Memorandum of Lease Agreement, dated March 31, 1998, the Memorandum of Mortgage and Security Agreement, dated March 31, 1998, the Memorandum of Mortgage Supplement No. 1, dated March 31, 1998, and the Memorandum of Lease Supplement No. 1, dated March 31, 1998, which were recorded with the Surface Transportation Board on March 30, 1998 at 11:00 a.m. under recordation numbers 21298, 21298-A, 21298-C and 21298-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

CHAPMAN AND CUTLER

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD9043MAC Diesel Electric Locomotives	11	8209 8213 8216 8217 8219 8222 8223 8225 8230 8232 and 8233

MAR 30 '98 11-00 AM

MEMORANDUM OF LEASE ASSIGNMENT
(UPRR 1998-C)

Memorandum of Lease Assignment, made and entered into on March 31, 1998, by and between MLD SC Rail Leasing I 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 1998-C) (the "Lease Agreement"), dated March 20, 1998, and Lease Supplement No. 1 (the "Lease Supplement") thereto, dated March 31, 1998, 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 March 30, 1998 at 11:00 a.m. under recordation numbers 21298 and 21298-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 1998-C) (the "Mortgage"), dated March 20, 1998, and Mortgage Supplement No. 1 (the "Mortgage Supplement") thereto, dated March 31, 1998, 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 March 30, 1998 at 11:00 a.m. under recordation numbers 21298-A and 21298-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.

MLD SC RAIL LEASING I CO., LTD.

By Kathryn A. Kapusta
Name: Kathryn A. Kapusta
Title: Attorney-in-Fact

Executed on this 20th day of March, 1998.

HARRIS TRUST AND SAVINGS BANK

By _____
Name:
Title:

Executed on this ___ day of March, 1998.

MEMORANDUM OF LEASE ASSIGNMENT
(UPRR 1998-C)

Memorandum of Lease Assignment, made and entered into on March 31, 1998, by and between MLD SC Rail Leasing I Co., Ltd., a Japanese corporation ("*Lessor*"), and Harris Trust and Savings Bank, an Illinois banking corporation, as security trustee ("*Security Trustee*").

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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.

MLD SC RAIL LEASING I CO., LTD.

By _____

Name: Kathryn A. Kapusta
Title: Attorney-in-Fact

Executed on this ___ day of March, 1998.

HARRIS TRUST AND SAVINGS BANK

By Kevin Healey _____

Name: KEVIN O. HEALEY
Title: SENIOR VICE PRESIDENT

Executed on this 19th day of March, 1998.

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

On this, the ____ day of March, 1998, before me, a Notary Public in and for said County and State, personally appeared Kathryn A. Kapusta, who being by me duly sworn, says that she is the Attorney-in-Fact of MLD SC RAIL LEASING I CO., LTD., that said instrument was signed on March __, 1998 on behalf of said corporation by authority of its Board of Directors, and she 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.

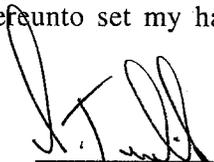
Name:
Notary Public
My Commission Expires:
Residing in _____

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

On this, the 19th day of March, 1998, 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 ~~SENIOR VICE PRESIDENT~~ of HARRIS TRUST AND SAVINGS BANK, that said instrument was signed on March 19, 1998 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: M. TINERELLA
Notary Public
My Commission Expires: 5/21/01
Residing in Cook County IL

EXHIBIT A

UNITS

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General Motors Corporation (Electro-Motive Division) Model SD9043MAC Diesel Electric Locomotives	11	8209 8213 8216 8217 8219 8222 8223 8225 8230 8232 and 8233