

# CHAPMAN AND CUTLER

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1877-1943  
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April 29, 1998

RECORDATION NO. 21362-E FILED

APR 29 '98

11-05AM

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 Locomotive Financing  
UPRR 1998-E

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 Lessor Security Agreement (UPRR 1998-E), dated April 30, 1998, between Memphis Locomotive Lease Co., Ltd., as lessor (the "Lessor"), and Union Pacific Railroad Company, as lessee (the "Lessee").

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

Lessee: Union Pacific Railroad Company  
1717 Main Street, Suite 5900  
Dallas, Texas 75201-4605

Lessor: Memphis Locomotive Lease Co., Ltd.  
Dai-Ichi Edobashi Building  
1-11-1 Nihonbashi  
Chuo-ku  
Tokyo 103, Japan  
Attention: General Manager

The underlying Lessor Security Agreement provides, *inter alia*, for the granting of a junior security interest in certain Locomotives (the "Equipment") in favor of the Lessee.

*Chapman*  
*Cutler*

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
APR 29 11 02 AM '98

CHAPMAN AND CUTLER

The description of the Equipment covered as of the date hereof by the aforesaid Memorandum of Lessor Security Agreement 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

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

MEMORANDUM OF LESSOR SECURITY AGREEMENT:

Memorandum of Lessor Security Agreement (UPRR 1998-E) between Memphis Locomotive Lease Co., Ltd., as Lessor, Dai-Ichi Edobashi Building, 1-11-1 Nihonbashi, Chuo-ku, Tokyo 103, Japan, Attention: General Manager, and Union Pacific Railroad Company, as Lessee, 1717 Main Street, Suite 5900, Dallas, Texas 75201-4605, dated April 30, 1998, covering certain diesel electric locomotives bearing the road numbers listed in the Exhibit attached thereto.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2977).

Sincerely,

CHAPMAN AND CUTLER

By August J. Francis  
August J. Francis

AJF/mh  
Enclosure

CHAPMAN AND CUTLER

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD9043MAC diesel electric locomotives	4	8248 and 8251 through 8253, inclusive
General Electric Company AC4400/6000 CW diesel electric locomotives	7	7321 through 7326, inclusive, and 7334

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MEMORANDUM OF LESSOR SECURITY AGREEMENT  
(UPRR 1998-E)

Memorandum of Lessor Security Agreement made and entered into on April 30, 1998 by and between Memphis Locomotive Lease Co., Ltd., a Cayman Islands corporation ("*Lessor*"), and Union Pacific Railroad Company, a Delaware corporation ("*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Lessor Security Agreement (UPRR 1998-E), dated April 3, 1998, whereby Lessor has granted to Lessee a security interest in certain locomotives bearing the road numbers listed on Exhibit A attached hereto.

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

MEMPHIS LOCOMOTIVE LEASE CO., LTD.

By   
Name: F. Jan Blaustein  
Title: President

Executed on this 23<sup>rd</sup> day of April, 1998.

UNION PACIFIC RAILROAD COMPANY

By \_\_\_\_\_  
Name: John B. Larsen  
Title: Assistant Treasurer

Executed on this \_\_\_\_ day of April, 1998.

**MEMORANDUM OF LESSOR SECURITY AGREEMENT  
(UPRR 1998-E)**

Memorandum of Lessor Security Agreement made and entered into on April 30, 1998 by and between Memphis Locomotive Lease Co., Ltd., a Cayman Islands corporation ("*Lessor*"), and Union Pacific Railroad Company, a Delaware corporation ("*Lessee*").

**WITNESSETH:**

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

MEMPHIS LOCOMOTIVE LEASE CO., LTD.

By \_\_\_\_\_  
Name: F. Jan Blaustein  
Title: President

Executed on this \_\_\_\_ day of April, 1998.

UNION PACIFIC RAILROAD COMPANY

By John B. Larsen  
Name: John B. Larsen  
Title: Assistant Treasurer

Executed on this 22<sup>rd</sup> day of April, 1998.

STATE OF California )  
 ) SS.:  
COUNTY OF San Francisco

On this, the 23<sup>rd</sup> day of April, 1998, before me, a Notary Public in and for said County and State, personally appeared F. Jan Blaustein, who being by me duly sworn, says that she is the President of MEMPHIS LOCOMOTIVE LEASE CO., LTD., that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on April 23, 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.



M.G. Belkin  
Name: M. G. Belkin  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF TEXAS )  
 ) SS.:  
COUNTY OF DALLAS )

On this, the \_\_\_\_ day of April, 1998, before me, a Notary Public in and for said County and State, personally appeared John B. Larsen, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on April \_\_\_\_, 1998 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 \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of April, 1998, before me, a Notary Public in and for said County and State, personally appeared F. Jan Blaustein, who being by me duly sworn, says that she is the President of MEMPHIS LOCOMOTIVE LEASE CO., LTD., that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on April \_\_\_\_, 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.

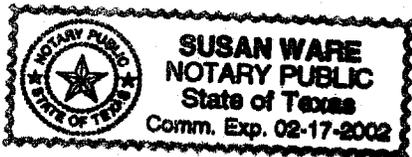
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

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

STATE OF TEXAS )  
 ) SS.:  
COUNTY OF DALLAS )

On this, the 2nd day of April, 1998, before me, a Notary Public in and for said County and State, personally appeared John B. Larsen, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on April 22, 1998 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.



Susan Ware  
Name:  
Notary Public  
My Commission Expires: 02/17/02  
Residing in Rockwall, TX

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD9043MAC diesel electric locomotives	4	8248 and 8251 through 8253, inclusive
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