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May 27, 1998
RECORDATION NO. 21445 FILED

JUN 3 '98 12-19 PM

RECEIVED
SURFACE TRANSPORTATION
BOARD
JUN 3 12 19 PM '98

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

Subject: Recordation of Locomotive Lease Amendment

Dear Mr. Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303 and the regulations thereunder, is an original and one copy/counterpart of a Locomotive Lease Amendment, dated as of May 1, 1998, between Locomotive Management Services, ("Lessor") and Union Pacific Railroad Company, ("Lessee"), a primary document.

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

LESSOR: Locomotive Management Services
c/o General Electric Company
Building 12-2
2901 East Lake Road
Erie, Pennsylvania 16531

LESSEE: Union Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179

A general description of the locomotive(s) covered by the enclosed documents is attached hereto as Schedule I. Also enclosed is a remittance in the amount of \$24.00 for the required recording fee.

\$26.00
MM
6-1-98

The undersigned is Secretary of GE LMS, Inc. a general partner of the Lessor. Please return the original and any extra copies not needed by the Board for recordation to Daniel A. Rowley, General Electric Company, 2901 East Lake Road, Building 14-5, Erie, Pennsylvania 16531.

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

PRIMARY DOCUMENT

Locomotive Lease Amendment, dated as of May 1, 1998 between Locomotive Management Services ("Lessor") and Union Pacific Railroad Company ("Lessee"), relating to fifteen (15) GE Dash 8-40CW diesel electric locomotives, bearing Road Nos. LMS 700 through 714.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "D. A. Rowley". The signature is written in a cursive style with a large, sweeping loop at the end.

Enclosures

SCHEDULE I

Description of Locomotive(s)

Type of Equipment

Fifteen (15) GE
Dash 8-40CW electric
diesel locomotives

Road Numbers

LMS 700 through
LMS 714

JUN 3 '98 12-19 PM

**AMENDMENT NUMBER 6 TO
LOCOMOTIVE LEASE AGREEMENT**

Delaware *JLB*
4/27/98

Reference is made to the Locomotive Lease Agreement dated as of November 15, 1994, as amended from time to time (the "Lease"), between Locomotive Management Services, a Delaware general partnership ("Lessor"), and Union Pacific Railroad Company, a Utah corporation ("Lessee"). The Lease is hereby amended to reflect the fact that, as required by Paragraph D of Annex 1, Lessee has given notice that it wishes to lease all 15 Locomotives for the 1998 - 1999 Service Period. The Lease, as amended (including without limitation Annex A to Amendment Number 5), shall fully apply during such 1998 - 1999 Service Period.

The Lease, as amended hereby, is and shall continue to be in full force and effect. This Amendment shall be fully subject to the provisions of the Lease, including without limitation Section 16 of the Lease, as if fully set out herein.

IN WITNESS WHEREOF, the parties hereto, intending to be legally bound hereby, have executed this Amendment Number 6 as of May 1, 1998.

Union Pacific Railroad Company

By: *[Signature]*

Name: Michael J. Cronin

Title: **VICE PRESIDENT - SUPPLY**

Date: *April 27*, 1998

Locomotive Management Services

By: *[Signature]*

Name: C. Douglas Rockwell

Title: Partners' Committee

Date: March 12, 1998

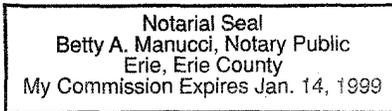
Commonwealth of Pennsylvania }
County of Erie }

On this, the 12 day of March, 1998, before me personally appeared C. Douglas Rockwell, who acknowledged himself to be the Member, LMS Partners' Committee of Locomotive Management Services, a Delaware general partnership, and that he as a member of the Partners' Committee, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the partnership by himself as Manager.

In witness whereof, I hereunto set my hand and official seal.

Betty A. Manucci
Notary Public

My commission expires:



State of Nebraska }
County of Douglas }

On this, the 27th day of April, 1998, before me, the undersigned officer, personally appeared Michael G. Cronin, who acknowledged himself to be the V.P. Supply of Union Pacific RR, a corporation, and that he as V.P. Supply, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as V.P. Supply.

In witness whereof, I hereunto set my hand and official seal.

Sharon L. Steward
Notary Public

My commission expires:

