

Law Offices of

CHAPMAN AND CUTLER

MAY 28 '98

11-05 AM

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May 28, 1998 RECORDATION NO. 21437 FILED A, B, C, E

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RECEIVED

Chapman and Cutler - K. Bartman

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-G

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two copies of each of the primary documents and the secondary documents described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The primary documents are as follows:

- (1) Memorandum of Lease Agreement (UPRR 1998-G), dated May 29, 1998, between MLD SC Rail Leasing II Co., Ltd., as lessor (the "Lessor"), and Union Pacific Railroad Company, as lessee (the "Lessee"); and
- (2) Memorandum of Mortgage and Security Agreement (UPRR 1998-G), dated May 29, 1998, between the Lessor, as borrower (the "Borrower"), and Harris Trust and Savings Bank, as security trustee (the "Security Trustee").

The secondary documents are as follows:

- (1) Memorandum of Lease Supplement No. 1 (UPRR 1998-G), dated May 29, 1998, between the Lessee and the Lessor;
- (2) Memorandum of Mortgage Supplement No. 1 (UPRR 1998-G), dated May 29, 1998, between the Lessor, as Borrower, and the Security Trustee; and
- (3) Memorandum of Dollar Account Pledge Agreement (UPRR 1998-G), dated May 29, 1998, between Kreditanstalt für Wiederaufbau ("KfW"), as agent (the "Agent"), and the Lessor, as Borrower.

The primary documents to which Memorandum of Lease Supplement No. 1 (UPRR 1998-G) and Memorandum of Mortgage Supplement No. 1 (UPRR 1998-G) are connected are the Memorandum of Lease Agreement (UPRR 1998-G) and the Memorandum of Mortgage and Security Agreement (UPRR 1998-G), respectively, referred to above, which are being submitted for recording concurrently therewith.

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

MEMORANDUM OF LEASE AGREEMENT

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

Lessor: MLD SC Rail Leasing II Co., Ltd.
2-9, Nishi-Shinbashi 1-chome
Minato-ku
Tokyo 105, Japan
Attention: Representative Director

MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT

Borrower: MLD SC Rail Leasing II Co., Ltd.
2-9, Nishi-Shinbashi 1-chome
Minato-ku
Tokyo 105, Japan
Attention: Representative Director

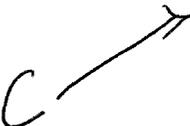
Security Trustee: Harris Trust and Savings Bank,
as Security Trustee
311 West Monroe Street
Chicago, Illinois 60690

MEMORANDUM OF LEASE SUPPLEMENT NO. 1

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

Lessor: MLD SC Rail Leasing II Co., Ltd.
2-9, Nishi-Shinbashi 1-chome
Minato-ku
Tokyo 105, Japan
Attention: Representative Director

MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 1

 Borrower: MLD SC Rail Leasing II Co., Ltd.
2-9, Nishi-Shinbashi 1-chome
Minato-ku
Tokyo 105, Japan
Attention: Representative Director

Security Trustee: Harris Trust and Savings Bank,
as Security Trustee
311 West Monroe Street
Chicago, Illinois 60690

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MEMORANDUM OF DOLLAR ACCOUNT PLEDGE AGREEMENT

Borrower: MLD SC Rail Leasing II Co., Ltd.
2-9, Nishi-Shinbashi 1-chome
Minato-ku
Tokyo 105, Japan
Attention: Representative Director

Agent: Kreditanstalt für Wiederaufbau
Palmengartenstrasse 5-9
60325 Frankfurt am Main, Germany

The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Lease Agreement, Memorandum of Mortgage and Security Agreement, Memorandum of Lease Supplement No. 1, Memorandum of Mortgage Supplement No. 1 and the Memorandum of Dollar Account Pledge Agreement is as set forth on Exhibit A hereto.

A fee of one hundred thirty dollars (\$130.00) is enclosed. Please time and date stamp the enclosed copies of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents 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 each of the documents to appear in the index follows:

(1) MEMORANDUM OF LEASE AGREEMENT:

Memorandum of Lease Agreement (UPRR 1998-G) between MLD SC Rail Leasing II Co., Ltd., as Lessor, 2-9, Nishi-Shinbashi 1-chome, Minato-ku, Tokyo 105, Japan Attention: Representative Director, and Union Pacific Railroad Company, as Lessee, 1717 Main Street, Suite 5900, Dallas, Texas 75201-4605, dated May 29, 1998, covering diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto.

(2) MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT:

Memorandum of Mortgage and Security Agreement (UPRR 1998-G) between MLD SC Rail Leasing II Co., Ltd., as Borrower, 2-9, Nishi-Shinbashi 1-chome, Minato-ku, Tokyo 105, Japan Attention: Representative Director, and Harris Trust and Savings Bank, as Security Trustee, 311 West Monroe Street, Chicago, Illinois 60690, dated May 29, 1998, covering the obligations of the Borrower and the Lessee relating to diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto.

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(3) MEMORANDUM OF LEASE SUPPLEMENT NO. 1:

Memorandum of Lease Supplement No. 1 (UPRR 1998-G) between MLD SC Rail Leasing II Co., Ltd., as Lessor, 2-9, Nishi-Shinbashi 1-chome, Minato-ku, Tokyo 105, Japan Attention: Representative Director, and Union Pacific Railroad Company, as Lessee, 1717 Main Street, Suite 5900, Dallas, Texas 75201-4605, dated May 29, 1998, covering diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto. Memorandum of Lease Supplement No. 1 is related to the Memorandum of Lease Agreement between the Lessor and the Lessee, dated May 29, 1998, which is filed concurrently herewith.

(4) MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 1:

Memorandum of Mortgage Supplement No. 1 (UPRR 1998-G) between MLD SC Rail Leasing II Co., Ltd., as Borrower, 2-9, Nishi-Shinbashi 1-chome, Minato-ku, Tokyo 105, Japan Attention: Representative Director, and Harris Trust and Savings Bank, as Security Trustee, 311 West Monroe Street, Chicago, Illinois 60690, dated May 29, 1998, covering the obligations of the Borrower and the Lessee relating to diesel electric locomotives bearing road numbers listed in the exhibit attached thereto. The Memorandum of Mortgage Supplement No. 1 is related to the Memorandum of Mortgage and Security Agreement between the Borrower and the Security Trustee, dated May 29, 1998, which is filed concurrently herewith.

(5) MEMORANDUM OF DOLLAR ACCOUNT PLEDGE AGREEMENT:

Memorandum of Dollar Account Pledge Agreement (UPRR 1998-G) between Kreditanstalt für Wiederaufbau, as Agent, Palmengartenstrasse 5-9, 60325 Frankfurt am Main, Germany, and MLD SC Rail Leasing II Co., Ltd., as Borrower, 2-9, Nishi-Shinbashi 1-chome, Minato-ku, Tokyo 105, Japan Attention: Representative Director, dated May 29, 1998, relating to the grant by the Borrower to the Agent of a security interest in the Borrower's right, title and interest in and to the Dollar Account described in the Dollar Account Pledge Agreement, dated May 18, 1998, between the Agent and the Borrower.

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/wp
Enclosures

CHAPMAN AND CUTLER

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD9043MAC Diesel Electric Locomotives	11	8250, 8257 through 8263, inclusive, 8265, 8266 and 8268

MAY 28 '98

11-05 AM

MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 1
(UPRR 1998-G)

Memorandum of Mortgage Supplement No. 1, made and entered into on May 29, 1998 by and between Harris Trust and Savings Bank, an Illinois banking corporation, as security trustee ("*Security Trustee*"), and MLD SC Rail Leasing II Co., Ltd., a Japanese corporation ("*Borrower*").

WITNESSETH:

1. The undersigned have entered into that certain Mortgage and Security Agreement (UPRR 1998-G) (the "*Mortgage*"), dated May 18, 1998, by which the Borrower has granted a security interest to the Security Trustee in order to secure the Borrower's performance of certain obligations as described in the Loan Agreement (UPRR 1998-G), dated May 18, 1998, between the Borrower and Kreditanstalt für Wiederaufbau, and in the Mortgage.

2. A memorandum of said Mortgage is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Mortgage Supplement No. 1 (UPRR 1998-G), dated May 29, 1998, relating to the above-described Mortgage and extending the Borrower's grant of a security interest therein to locomotives bearing road numbers as 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.

HARRIS TRUST AND SAVINGS BANK

By 
Name: **J. BARTOLINI**
Title: **VICE PRESIDENT**

Executed on this 20 day of May, 1998.

MLD SC RAIL LEASING II CO., LTD.

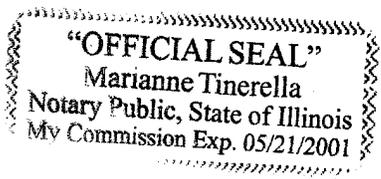
By Kathryn A. Kapusta
Name: Kathryn A. Kapusta
Title: Attorney-in-Fact

Executed on this 20th day of May, 1998.

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

On this, the 20 day of May, 1998, before me, a Notary Public in and for said County and State, personally appeared J. BARTOLINI, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of HARRIS TRUST AND SAVINGS BANK, that said instrument was signed on May 20, 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.



[Signature]
Name: M. TINERELLA
Notary Public
My Commission Expires: 5-21-01
Residing in Cook County IL

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

On this, the _____ day of May, 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 II CO., LTD., that said instrument was signed on May __, 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 ____ day of May, 1998, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of HARRIS TRUST AND SAVINGS BANK, that said instrument was signed on May __, 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:
Notary Public
My Commission Expires:
Residing in _____

STATE OF Pennsylvania)
) SS.:
COUNTY OF Philadelphia)

On this, the 20th day of May, 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 II CO., LTD., that said instrument was signed on May 20, 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.

Diane M. Williams
Name: DIANE M. WILLIAMES
Notary Public
My Commission Expires:
Residing in Philadelphia, PA

Notarial Seal
Diane M. Williams, Notary Public
Philadelphia, Philadelphia County
My Commission Expires Feb. 26, 2002

Member, Pennsylvania Association of Notaries

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD9043MAC Diesel Electric Locomotives	11	8250, 8257 through 8263, inclusive, 8265, 8266 and 8268