

RECORDATION NO. 18944/C
FILED 1425
AUG 24 1994 10 PM
INTERSTATE COMMERCE COMMISSION

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1
(UPRR 1994B-X)**

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of August 25, 1994 among First Security Bank of Utah, National Association, as indenture trustee, a national banking association ("*Indenture Trustee*"), Little Rock Locomotive Lease Co., Ltd., a Cayman Islands corporation ("*Lessor*") and Union Pacific Railroad Company, a Utah corporation ("*Lessee*").

WITNESSETH:

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (UPRR 1994B-X) (the "*Trust Indenture*"), dated as of August 25, 1994, by which the Lessor has granted a security interest to the Indenture Trustee in order to secure the Lessor's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture is being recorded with the Interstate Commerce Commission concurrently herewith pursuant to Section 11303 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture Supplement No. 1 (UPRR 1994B-X), dated August 25, 1994, relating to the above-described Trust Indenture and extending the Lessor'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.

[CORPORATE SEAL]

FIRST SECURITY BANK OF UTAH, NATIONAL
ASSOCIATION

By Nancy M. Paul
Name: Nancy M. Paul
Title: Vice President

Executed on this 19th day of August, 1994.

[CORPORATE SEAL]

LITTLE ROCK LOCOMOTIVE LEASE CO., LTD.

By _____
Name:
Title:

Executed on this ____ day of August, 1994.

**MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1
(UPRR 1994B-X)**

Memorandum of Trust Indenture Supplement No. 1, made and entered into as of August 25, 1994 among First Security Bank of Utah, National Association, as indenture trustee, a national banking association ("*Indenture Trustee*"), Little Rock Locomotive Lease Co., Ltd., a Cayman Islands corporation ("*Lessor*") and Union Pacific Railroad Company, a Utah corporation ("*Lessee*").

WITNESSETH:

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (UPRR 1994B-X) (the "*Trust Indenture*"), dated as of August 25, 1994, by which the Lessor has granted a security interest to the Indenture Trustee in order to secure the Lessor's performance of certain obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture is being recorded with the Interstate Commerce Commission concurrently herewith pursuant to Section 11303 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture Supplement No. 1 (UPRR 1994B-X), dated August 25, 1994, relating to the above-described Trust Indenture and extending the Lessor'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.

[CORPORATE SEAL]

FIRST SECURITY BANK OF UTAH, NATIONAL
ASSOCIATION

By _____
Name:
Title:

Executed on this ____ day of August, 1994.

[CORPORATE SEAL]

LITTLE ROCK LOCOMOTIVE LEASE CO., LTD.

By 
Name: Leonard B. Shavel
Title: Vice President

Executed on this 19 day of August, 1994.

[CORPORATE SEAL]

UNION PACIFIC RAILROAD COMPANY

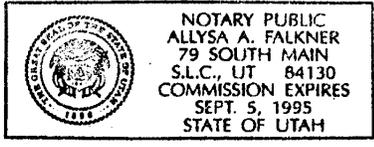
By 
Name: John B. Larsen
Title: Assistant Treasurer

Executed on this 19th day of August, 1994.

STATE OF Utah)
)
COUNTY OF Salt Lake) SS.:

On this, the 14th day of August, 1994, before me, a Notary Public in and for said County and State, personally appeared Nancy M. Utah, who being by me duly sworn, says that (s)he is the Assistant Vice President of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that the seal affixed to the foregoing instrument is the seal of said association, that said instrument was signed and sealed on August 14, 1994 on behalf of said association 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 association.

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



Allysa A. Falkner
Name:
Notary Public
My Commission Expires:
Residing in _____

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

On this, the _____ day of August, 1994, 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 LITTLE ROCK 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 August __, 1994 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 _____)
) SS.:
COUNTY OF _____)

On this, the ____ day of August, 1994, 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 FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that the seal affixed to the foregoing instrument is the seal of said association, that said instrument was signed and sealed on August __, 1994 on behalf of said association 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 association.

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 New York)
) SS.:
COUNTY OF New York)

On this, the 19 day of August, 1994, before me, a Notary Public in and for said County and State, personally appeared Leonard B. Slavel, who being by me duly sworn, says that (s)he is the Vice President of LITTLE ROCK 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 August 18, 1994 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.

Ellen Extract
Name: _____
Notary Public **ELLEN EXTRACT**
My Commission Expires: **NOTARY PUBLIC, State of New York**
Residing in NY, NY **No. 31-4849429**
Qualified in New York County
Commission Expires March 30, 1995

COMMONWEALTH

STATE OF PENNSYLVANIA)
) SS.:
COUNTY OF LEHIGH)

On this, the 19th day of August, 1994, 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 August 19, 1994 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.

Kathleen F. Owens
Name:
Notary Public
My Commission Expires:
Residing in _____

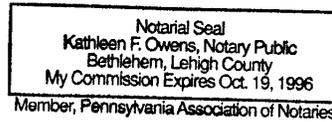


EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric Dash 9-44CW Diesel Electric Locomotives	Twenty (20)	UP 9700 through UP 9719, inclusive