



Michael J. Baughman
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RECORDATION NO. **18037** FILED 1425

December 9, 1992

DEC 10 1992 - 2:40 PM

VIA FEDERAL EXPRESS

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Room 2302
Washington, D.C. 20423

2-345A047

DEC 10 2 34 PM '92
MOTOR CARRIER UNIT

Subject: Recordation of Locomotive Lease

Dear Ms. Lee:

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 Memorandum of Master Locomotive Lease Agreement, dated March 31, 1992, between General Electric Company ("Lessor") and Union Pacific Railroad Company ("Lessee"), a primary document.

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

LESSOR: General Electric Company
2901 East Lake Road
Erie, Pennsylvania 16531

LESSEE: Union Pacific Railroad Company
1416 Dodge, Room 200
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 \$16.00 for the required recording fee.

The undersigned is Counsel and Attesting Secretary of General Electric Company. Please return the original and any extra copies not

needed by the Commission for recordation to Michael J. Baughman, 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

Master Locomotive Lease Agreement, dated March 31, 1992, between General Electric Company ("Lessor") and Union Pacific Railroad Company ("Lessee"), relating to One General Electric Diesel Electric Locomotive, bearing Road No. 7498

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "M. Baughman", with a long horizontal flourish extending to the right.

Enclosures

SCHEDULE I

Description of Locomotive(s)

<u>Type of Equipment</u>	<u>Number of Units</u>	<u>Road Number(s)</u>
General Electric Diesel Electric Locomotives	One	7498

Interstate Commerce Commission
Washington, D.C. 20423

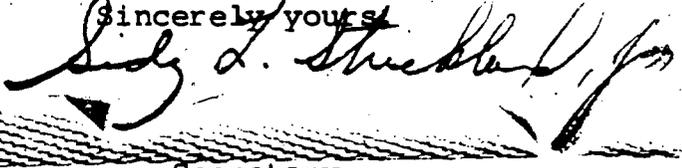
OFFICE OF THE SECRETARY

Michael J. Baughman
General Electric Company
2901 East Lake Road
Erie, PA. 16531

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/ 10/92 at 2:40PM , and assigned re-
recording number(s). 18037.

Sincerely yours,



Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

MEMORANDUM OF MASTER LOCOMOTIVE LEASE AGREEMENT

On the 31st day of March, 1992, General Electric Company, a New York corporation acting through its Transportation Systems Business Operations with offices at 2901 East Lake Road, Erie, Pennsylvania 16531 ("Lessor"), and Union Pacific Railroad Company, a Utah corporation with offices at 1416 Dodge, Room 200, Omaha, Nebraska 68179 ("Lessee"), entered into a Master Locomotive Lease Agreement making provision for the leasing of General Electric Diesel Electric Locomotives from Lessor to Lessee. On the 25th day of NOVEMBER 1992, Lessor and Lessee executed a Locomotive Lease Schedule by which the Locomotives described below were leased from Lessor to Lessee pursuant to the terms of such Master Locomotive Lease Agreement:

LOCOMOTIVE LEASE SCHEDULE NUMBER UP 92-1

REGISTRATION NO. 18037

Road Number
749B

Model
B36-7 INTERSTATE COMMERCE COMMISSION
DEC 10 1992 - 2 40 PM

GENERAL ELECTRIC COMPANY

UNION PACIFIC RAILROAD COMPANY

By: Dennis C. Taylor
Name: DENNIS C. TAYLOR
Title: Mgr Locomotive Leasing

By: Larry S. Anderson
Name: Manager Leases
Title: 12/2/92

Commonwealth of Pennsylvania }
County of Erie }

On this, the 25th day of NOVEMBER, 1992, before me, the undersigned officer, personally appeared Dennis C. Taylor, who acknowledged himself to be the Manager, Locomotive Leasing of General Electric Company, a corporation, and that he as Manager, Locomotive Leasing, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Manager, Locomotive Leasing.

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

Betty A. Manucci
Notary Public
NOTARIAL SEAL
BETTY A. MANUCCI, Notary Public
Erie, Erie County
My Commission Expires Jan. 14, 1995

My commission expires:

State of Nebraska }
County of Douglas }

On this, the 2nd day of December, 1992, before me, the undersigned officer, personally appeared Larry S. Anderson, who acknowledged himself to be the Manager-Leases of Union Pacific Railroad Company, a corporation, and that he as Manager-Leases, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Manager-Leases.

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

Carol A. Leo
Notary Public

My commission expires: October 6, 1996

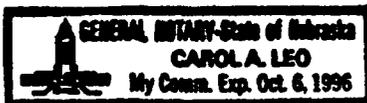


EXHIBIT A

LOCOMOTIVE LEASE SCHEDULE NUMBER UP 92-1 EXECUTED PURSUANT TO
THAT MASTER LOCOMOTIVE LEASE AGREEMENT DATED ~~DECEMBER 1991~~ March 31, 1992
BETWEEN GENERAL ELECTRIC COMPANY AND UNION PACIFIC RAILROAD COMPANY

A ONE (1) General Electric Model B36-7 diesel electric
locomotives (the "Locomotives") bearing the following road numbers and being placed into Lessee's service on
the following dates:

<u>Road Number</u>	<u>Estimated Service Date</u>
<u>7498</u>	<u>NOV. 30, 1992</u>

B. The term of the Locomotive Lease resulting from execution of this Locomotive Lease Schedule shall commence with respect to each Locomotive described above on the date of delivery of such Locomotive by Lessor to Lessee. Such term shall expire on JAN. 2, 1993

C. The daily rent to be paid for each Locomotive described above during the term, also described above, shall be \$ NONE.

D. The place for delivery of the Locomotives to Lessee and for return of the Locomotives to Lessor shall be ST. ELMO ILLINOIS

IN WITNESS WHEREOF, the parties hereto, intending to be legally bound hereby, have executed this Locomotive Lease Schedule on the dates set forth below.

UNION PACIFIC RAILROAD COMPANY

By Larry S. Anderson
Title Manager Leases
Date 12/2/92

GENERAL ELECTRIC COMPANY

By Dennis C. Taylor
Title Manager, Locomotive Leasing
Date NOV, 25, 1992