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GEORGE W. BILICIC, JR.
RICHARD HALL

19732-B

March 13, 1996

14

Dear Mr. Williams:

In accordance with 49 U.S.C. §11301, we submit herewith for recording with the Surface Transportation Board original counterparts of the document described below.

This document is an Amended and Restated Memorandum of Lease Agreement, a "secondary document", dated as of November 1, 1995.

The primary document to which this is related is the Memorandum of Lease Agreement, recorded with the Interstate Commerce Commission on November 30, 1995, and assigned recordation number 19732.

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

LESSOR: First Security Bank of Utah,
National Association, as trustee for
General Electric Capital Corporation
79 South Main Street
Salt Lake City, Utah 84111.

LESSEE: Union Pacific Railroad Company
Eighth and Eaton Avenues
Bethlehem, Pennsylvania 18018

The equipment covered by the document is listed in Schedule A hereto, and bears the reporting marks and road numbers of Union Pacific Railroad Company listed therein.

The recordation fee of \$21.00 is enclosed. After recordation, please return the counterparts not needed by the Board, stamped with the recordation data, to the undersigned at the above address.

A short summary of the document for use in the index follows:

Amended and Restated Memorandum of Lease Agreement dated as of November 1, 1995, between First Security Bank of Utah, N.A. (as trustee for General Electric Capital Corporation), as lessor, and Union Pacific Railroad Company, as lessee, covering 50 locomotives and 204 bi-level autoracks.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



Michael Rice

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

Encl.

SCHEDULE A
(Transaction dated November 1, 1995,
General Electric Capital Corporation)

<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
General Electric model AC4400 CW diesel-electric locomotives		6838--6887, inclusive
Bi-level autoracks	UPL	91969--92172, inclusive

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

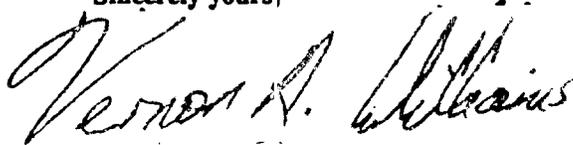
3/14/96

Michael Rice
Cravath, Swaine & Moore
Worldwide Plaza
825 Eighth Avenue
New York, New York 10019-7475

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/14/96 at 11:10AM, and assigned recordation number(s). 19494-H, 19494-I, 19495-D, 19732-B, 19732-C, 19733-A.

Sincerely yours,



Vernon A. Williams
Secretary

Enclosure(s)

\$ 126.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature _____

AMENDED AND RESTATED MEMORANDUM OF LEASE AGREEMENT dated as of November 1, 1995, between FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, not in its individual capacity but solely as trustee under a Trust Agreement dated as of the date hereof with General Electric Capital Corporation (hereinafter, in such capacity, called the **Lessor**), and UNION PACIFIC RAILROAD COMPANY, a Utah corporation (hereinafter called the **Lessee**).

WHEREAS the Lessor and the Lessee have entered into that certain Lease Agreement dated as of the date hereof and supplements thereto (hereinafter collectively called the **Lease**), covering the railroad equipment listed in Schedule A hereto, bearing the reporting marks and road numbers of Union Pacific Railroad Company shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor (hereinafter collectively called the **Equipment**); and

WHEREAS a memorandum of lease agreement in respect of the Lease and the Equipment has been recorded with the Interstate Commerce Commission pursuant to then section 11303 of Title 49 of the United States Code on November 30, 1995, and assigned recordation number 19732.

NOW THEREFORE, the parties hereto wish to amend said memorandum and restate the same in its entirety, and to record this memorandum pursuant to section 11301 of Title 49 of the United States Code, as amended by the ICC Termination Act of 1995, to afford the parties hereto the benefits of said section 11301 with respect to the Lease and the Equipment.

IN WITNESS WHEREOF, the parties hereto hereby agree that the memorandum of lease agreement described herein is amended and restated in its entirety hereby, and accordingly have caused this amended and restated memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, not in its individual capacity but solely as trustee, as aforesaid

by *[Signature]*

UNION PACIFIC RAILROAD COMPANY

by *[Signature]*

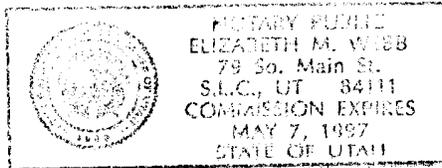
Assistant Treasurer

STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this *5th* day of March, 1996, before me personally appeared Nancy M. Dahl, to me personally known, who, by me being duly sworn, says that she is an Assistant Vice President of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, and that the foregoing instrument was signed on behalf of said association 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 association.

Elizabeth M. Webb
Notary Public

My commission expires

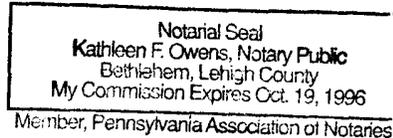


COMMONWEALTH OF PENNSYLVANIA)
) SS.:
COUNTY OF LEHIGH)

On this *6th* day of March, 1996, before me personally appeared John B. Larsen, to me personally known, who, by me being duly sworn, says that he is an Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that the foregoing instrument was signed 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.

Kathleen F. Owens
Notary Public

My commission expires



SCHEDULE A
(Transaction dated November 1, 1995,
General Electric Capital Corporation)

<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
General Electric model AC4400 CW diesel-electric locomotives		6838--6887, inclusive
Bi-level autoracks	UPL	91969--92172, inclusive