

1111575097

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

19746

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006 2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

December 4, 1995

19746 - A, B, C, D, E

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: Union Pacific Railroad Company
Leveraged Lease Locomotive Financing
UPRR 1995B-X

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two copies each of a Memorandum of Lease Agreement (UPRR 1995B-X), dated as of December 1, 1995, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177, and the following related secondary documents, all dated December 1, 1995: Memorandum of Trust Indenture and Security Agreement (UPRR 1995B-X), Memorandum of Lease Supplement No. 1 (UPRR 1995B-X), Memorandum of Trust Indenture Supplement No. 1 (UPRR 1995B-X), Memorandum of Assignment Agreement (UPRR 1995B-X).

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

Memoranda of Lease Agreement and Lease Supplement No. 1

Lessee: Union Pacific Railroad Company
Eighth and Eaton Avenues
Martin Tower
Bethlehem, Pennsylvania 18018

Lessor: Kansas City Locomotive Lease Co., Ltd.
c/o Babcock & Brown, Incorporated
Hills Plaza, 2 Harrison Street, 6th Floor
San Francisco, California 94105

Vertical handwritten note on the left margin, possibly reading "Lester to [unclear]"

Mr. Vernon A. Williams
December 4, 1995
Page 2

Memoranda of Trust Indenture and Security Agreement
and Trust Indenture Supplement No. 1

Lessor: Kansas City Locomotive Lease Co., Ltd.
c/o Babcock & Brown, Incorporated
Hills Plaza, 2 Harrison Street, 6th Floor
San Francisco, California 94105

Lessee: Union Pacific Railroad Company
Eighth and Eaton Avenues
Martin Tower
Bethlehem, Pennsylvania 18018

Indenture Trustee: Harris Trust and Savings Bank
311 W. Monroe Street
Chicago, Illinois 60690

Memorandum of Assignment Agreement

Assignor: Union Pacific Railroad Company
Eighth and Eaton Avenues
Martin Tower
Bethlehem, Pennsylvania 18018

Assignee: Kansas City Locomotive Lease Co., Ltd.
c/o Babcock & Brown, Incorporated
Hills Plaza, 2 Harrison Street, 6th Floor
San Francisco, California 94105

A description of the railroad equipment covered by the enclosed documents is:

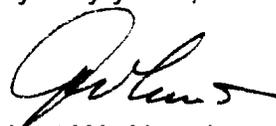
Seventeen (17) diesel electric locomotives UP 7013 through UP 7029, inclusive

Mr. Vernon A. Williams
December 4, 1995
Page Three

Also enclosed is a check in the amount of \$105.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of each of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord



Interstate Commerce Commission
Washington, D.C. 20423-0001

12/4/95

Office Of The Secretary

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

Dear Sir:

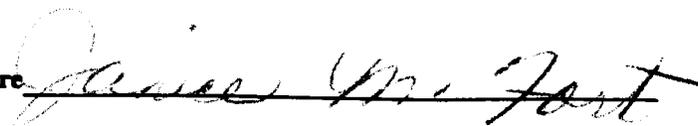
The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/4/95 at 2:20PM, and assigned recordation number(s). 19746, 19746-A, B, C, D and E.

Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)
(0100875067)

\$ 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 

MEMORANDUM OF LEASE AGREEMENT (UPRR 1995B-X)

Memorandum of Lease Agreement made and entered into as of December 1, 1995 by and between Kansas City Locomotive Lease Co., Ltd., a Cayman Islands corporation ("Lessor") and Union Pacific Railroad Company, a Utah corporation ("Lessee").

WITNESSETH:

The undersigned have entered into that certain Lease Agreement (UPRR 1995B-X), dated as of December 1, 1995, whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain locomotives bearing road numbers as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

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]

KANSAS CITY LOCOMOTIVE LEASE CO., LTD.

By F. Jan Blawstein
Name: F. Jan Blawstein
Title: President

Executed on this 1st day of December, 1995.

[CORPORATE SEAL]

UNION PACIFIC RAILROAD COMPANY

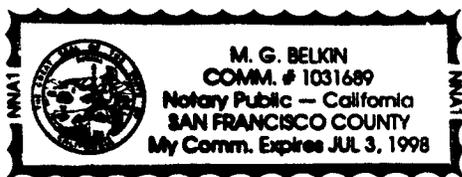
By _____
Name:
Title:

Executed on this ____ day of December, 1995.

STATE OF California)
)
) SS.:
COUNTY OF San Francisco)

On this, the 1st day of December, 1995, before me, a Notary Public in and for said County and State, personally appeared F. Jan Blaustein, who being by me duly sworn, says that (s)he is the President of KANSAS CITY 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 December 1, 1995 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.



M.G. Belkin
Name: M.G. Belkin
Notary Public
My Commission Expires: 7/3/98
Residing in San Francisco, CA

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

On this, the _____ day of December, 1995, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that he is the _____ 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 December __, 1995 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.

Name:
Notary Public
My Commission Expires:
Residing in _____

MEMORANDUM OF LEASE AGREEMENT (UPRR 1995B-X)

Memorandum of Lease Agreement made and entered into as of December 1, 1995 by and between Kansas City Locomotive Lease Co., Ltd., a Cayman Islands corporation ("Lessor") and Union Pacific Railroad Company, a Utah corporation ("Lessee").

WITNESSETH:

The undersigned have entered into that certain Lease Agreement (UPRR 1995B-X), dated as of December 1, 1995, whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain locomotives bearing road numbers as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

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]

KANSAS CITY LOCOMOTIVE LEASE CO., LTD.

By _____

Name:

Title:

Executed on this ____ day of December,
1995.

[CORPORATE SEAL]

UNION PACIFIC RAILROAD COMPANY

By Mary S. Jones

Name: Mary S. Jones

Title: Assistant Treasurer

Executed on this 1st day of December,
1995.

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

On this, the _____ day of December, 1995, 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 KANSAS CITY 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 December __, 1995 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 PA)
) SS.:
COUNTY OF Lehigh)

On this, the 1 day of December, 1995, before me, a Notary Public in and for said County and State, personally appeared Mary S Jones, who being by me duly sworn, says that he is the Ass. Treas. 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 December 1, 1995 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.

Valerie A. Madea
Name:
Notary Public
My Commission Expires: 10/10/98
Residing in PA

Notarial Seal
Valerie A. Madea, Notary Public
Allen Twp., Northampton County
My Commission Expires Oct. 10, 1998
Member, Pennsylvania Association of Notaries

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric AC4400/6000 CW diesel electric locomotives	17	UP 7013 through UP 7029, inclusive