

**MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT
(UPRR 1995B-X)**

Memorandum of Trust Indenture and Security Agreement, made and entered into as of December 1, 1995 among Harris Trust and Savings Bank, as indenture trustee, an Illinois banking corporation ("*Indenture Trustee*"), Kansas City Locomotive Lease Co., Ltd., a Cayman Islands corporation ("*Lessor*") and Union Pacific Railroad Company, a Utah corporation ("*Lessee*").

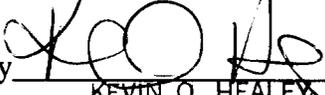
WITNESSETH:

The undersigned have entered into that certain Trust Indenture and Security Agreement (UPRR 1995B-X) (the "*Trust Indenture*"), dated as of December 1, 1995, by which the Lessor has granted a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Lessor's performance of its obligations as described in the Trust Indenture.

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]

HARRIS TRUST AND SAVINGS BANK

By 
Name: KEVIN O. HEALEY
Title: VICE PRESIDENT

Executed on this 1ST day of December, 1995.

[CORPORATE SEAL]

KANSAS CITY LOCOMOTIVE LEASE CO., LTD.

By _____
Name:
Title:

Executed on this ____ day of December, 1995.

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

On this, the 1st day of December, 1995, before me, a Notary Public in and for said County and State, personally appeared KEVIN O. HEALEY, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of HARRIS TRUST AND SAVINGS BANK, 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.



[Signature]
Name: KIMBERLY LANGE
Notary Public
My Commission Expires: 12-14-97
Residing in COOK COUNTY, IL

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 _____

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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]

HARRIS TRUST AND SAVINGS BANK

By _____
Name:
Title:

Executed on this ____ day of December,
1995.

[CORPORATE SEAL]

KANSAS CITY LOCOMOTIVE LEASE CO., LTD.

By F. J. Blau
Name: F. Jan Blaustein
Title: President

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 HARRIS TRUST AND SAVINGS BANK, 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.

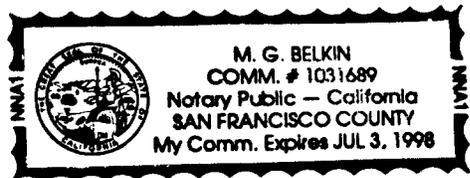
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF 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 Blawstein, 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

[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 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 Asst. 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: 10/10/95
Residing in PA

Notarial Seal
Valerie A. Madea, Notary Public
Allen Twp., Northampton County
My Commission Expires: Oct. 10, 1995
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