

19746 B

**MEMORANDUM OF LEASE SUPPLEMENT NO. 1  
(UPRR 1995B-X)**

Memorandum of Lease Supplement No. 1 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:**

1. The undersigned have entered into that certain Lease Agreement (UPRR 1995B-X) (the "Lease Agreement"), dated as of December 1, 1995, subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement 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 Lease Supplement No. 1 (UPRR 1995B-X) whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain 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]

KANSAS CITY LOCOMOTIVE LEASE CO., LTD.

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

Executed on this 1st day of December, 1995.

[CORPORATE SEAL]

UNION PACIFIC RAILROAD COMPANY

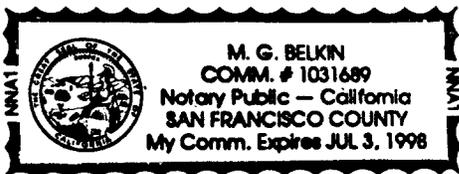
By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of December, 1995.

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

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 \_\_\_\_\_ )  
 )  
COUNTY OF \_\_\_\_\_ ) SS.:

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 SUPPLEMENT NO. 1  
(UPRR 1995B-X)**

Memorandum of Lease Supplement No. 1 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:**

1. The undersigned have entered into that certain Lease Agreement (UPRR 1995B-X) (the "*Lease Agreement*"), dated as of December 1, 1995, subject to the term defined in said Lease Agreement.

2. A memorandum of said Lease Agreement 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 Lease Supplement No. 1 (UPRR 1995B-X) whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain 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]

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 Marys 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: 10/10/98  
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<br>AC4400/6000 CW<br>diesel electric locomotives | 17       | UP 7013 through<br>UP 7029, inclusive |