

19747-E

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

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

20006-2973

(202) 393-2266
FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

December 4, 1995

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

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) copies of a Memorandum of Lease Assignment, dated as of December 1, 1995, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to Memorandum of Lease Agreement duly filed with the Commission under Recordation Number 19747.

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

- Indenture Trustee : Harris Trust and Savings Bank
311 W. Monroe Street
Chicago, Illinois 60690
- Lessee : Union Pacific Railroad Company
Eighth and Eaton Avenues, Martin Tower
Bethlehem, Pennsylvania 18018
- Lessor : Topeka Locomotive Lease Co., Ltd.
c/o Babcock & Brown, Incorporated
Hills Plaza, 2 Harrison Street, 6th Floor
San Francisco, California 94105

Country Club

Mr. Vernon A. Williams
December 4, 1995
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A description of the railroad equipment covered by the enclosed document is:

Eighteen (18) diesel electric locomotives UP 7030 through UP 7047, inclusive

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return one stamped copy of the enclosed document 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

RWA/bg
Enclosures

19747 -E

**MEMORANDUM OF LEASE ASSIGNMENT
(UPRR 1995B-Y)**

Memorandum of Lease Assignment, made and entered into as of December 1, 1995, among Topeka Locomotive Lease Co., Ltd., Union Pacific Railroad Company and Harris Trust and Savings Bank, as indenture trustee.

WITNESSETH:

1. Topeka Locomotive Lease Co., Ltd. and Union Pacific Railroad Company have entered into a Lease Agreement (UPRR 1995B-Y), dated as of December 1, 1995, and Lease Supplement No. 1 thereto, covering the 18 General Electric AC4400/6000 CW diesel electric locomotives bearing the road numbers of Union Pacific Railroad Company UP 7030 through UP 7047, both inclusive.

2. Memoranda of said Lease Agreement and of said Lease Supplement No. 1 were recorded with the Interstate Commerce Commission on December 4, 1995 at 2:25 P.m. under recordation numbers 19747 and 19747-B, respectively, pursuant to section 11303 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture and Security Agreement (UPRR 1995B-Y), dated as of December 1, 1995, and Supplement No. 1 thereto, pursuant to which Topeka Locomotive Lease Co., Ltd. has assigned the aforesaid Lease Agreement, the aforesaid Lease Supplement No. 1, and the rents and other proceeds therefrom (with certain exceptions) to Harris Trust and Savings Bank, as indenture trustee.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

HARRIS TRUST AND SAVINGS BANK

By: 
Name: KEVIN O. HEALEY
Title: VICE PRESIDENT

Executed on this 1ST day of December,
1995.

TOPEKA LOCOMOTIVE LEASE CO., LTD.

By: _____
Name:
Title:

Executed on this _____ day of December,
1995.

UNION PACIFIC RAILROAD COMPANY

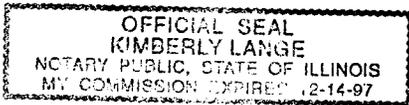
By: _____
Name:
Title:

Executed on this _____ day of December,
1995.

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this, the 15th 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 said instrument was signed 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.



Kimberly Lange
Name: KIMBERLEY LANGE
Notary Public
My Commission Expires: 12-14-97
Residing in ADAMS COUNTY, IL

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

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 TOPEKA LOCOMOTIVE LEASE CO., LTD., that said instrument was signed 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 _____

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

HARRIS TRUST AND SAVINGS BANK

By: _____
Name:
Title:

Executed on this _____ day of December,
1995.

TOPEKA LOCOMOTIVE LEASE CO., LTD.

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

Executed on this 1st day of December,
1995.

UNION PACIFIC RAILROAD COMPANY

By: _____
Name:
Title:

Executed on this _____ day of December,
1995.

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

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 said instrument was signed 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.

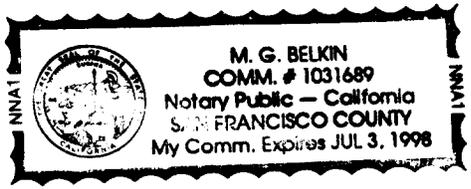
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

California
STATE OF ~~NEW YORK~~)
) SS.:
San Francisco
COUNTY OF ~~NEW YORK~~)

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 TOPEKA LOCOMOTIVE LEASE CO., LTD., that said instrument was signed 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

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

HARRIS TRUST AND SAVINGS BANK

By: _____
Name:
Title:

Executed on this _____ day of December,
1995.

TOPEKA LOCOMOTIVE LEASE CO., LTD.

By: _____
Name:
Title:

Executed on this _____ day of December,
1995.

UNION PACIFIC RAILROAD COMPANY

By: Mary S. Jones
Name: **Mary S. Jones**
Title: **Assistant Treasurer**

Executed on this 1st day of December,
1995.

PA
STATE OF ~~NEW YORK~~)
 Lehigh) SS.:
COUNTY OF ~~NEW YORK~~)

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 said instrument was signed 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