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SUITE 200  
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19747

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ELLSWORTH C. ALVORD (1964)

20006-2973  
—  
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OF COUNSEL  
URBAN A. LESTER

December 4, 1995

19747-A, B, C, D, E

RECEIVED  
DEC 11 2 11 PM '95

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 copies each of a Memorandum of Lease Agreement (UPRR 1995B-Y), 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-Y), Memorandum of Lease Supplement No. 1 (UPRR 1995B-Y), Memorandum of Trust Indenture Supplement No. 1 (UPRR 1995B-Y), Memorandum of Assignment Agreement (UPRR 1995B-Y).

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

counterparts - [unclear]

Mr. Vernon A. Williams  
December 4, 1995  
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Memoranda of Trust Indenture and Security Agreement  
and Trust Indenture Supplement No. 1

Lessor: Topeka 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: Topeka 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:

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



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 2:25PM , and assigned recordation number(s). 19747, 19747-A, B, C, D and E.

Sincerely yours,

Vernon A. Williams  
Secretary

Enclosure(s)

(0100875070)

\$ 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-Y)

Memorandum of Lease Agreement made and entered into as of December 1, 1995 by and between Topeka 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-Y), 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]

TOPEKA 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

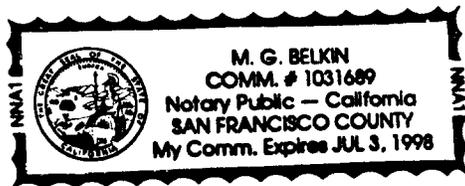
By \_\_\_\_\_  
Name:  
Title:

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 Blawstein, who being by me duly sworn, says that (s)he is the President of TOPEKA 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-Y)**

Memorandum of Lease Agreement made and entered into as of December 1, 1995 by and between Topeka 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-Y), 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]

TOPEKA 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 1 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 TOPEKA 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.

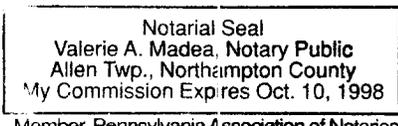
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF PA )  
 ) SS.:  
COUNTY OF Lehigh )

On this, the 15<sup>th</sup> 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 4, 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



**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric AC4400/6000 CW diesel electric locomotives	18	UP 7030 through UP 7047, inclusive

Mr. Vernon A. Williams  
December 4, 1995  
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Memoranda of Trust Indenture and Security Agreement  
and Trust Indenture Supplement No. 1

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

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