

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

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*"), Topeka Locomotive Lease Co., Ltd., a Cayman Islands corporation ("*Lessor*") and Union Pacific Railroad Company, a Utah corporation ("*Lessee*").

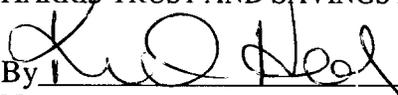
**WITNESSETH:**

The undersigned have entered into that certain Trust Indenture and Security Agreement (UPRR 1995B-Y) (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 1<sup>st</sup> day of December, 1995.

[CORPORATE SEAL]

TOPEKA LOCOMOTIVE LEASE CO., LTD.

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

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

STATE OF Illinois )  
 ) SS.:  
COUNTY OF Cook )

On this, the 1<sup>st</sup> 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 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.



[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 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 \_\_\_\_\_

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[CORPORATE SEAL]

HARRIS TRUST AND SAVINGS BANK

By \_\_\_\_\_

Name:

Title:

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

[CORPORATE SEAL]

TOPEKA LOCOMOTIVE LEASE CO., LTD.

By F. J. Blawstein

Name: F. Jan Blawstein

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.

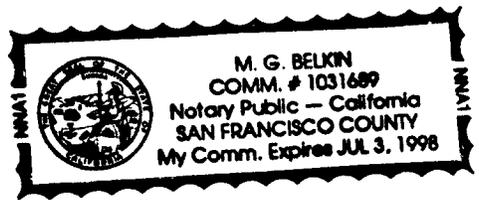
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
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 Blaustein, 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

[CORPORATE SEAL]

UNION PACIFIC RAILROAD COMPANY

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

Executed on this 1<sup>st</sup> day of December,  
1995.

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

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: 10/10/98  
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	18	UP 7030 through UP 7047, inclusive