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20067  
RECORDED

May 21, 1996 MAY 21 1996 - 2 12 PM

New Recordation No.

Dear Mr. Williams:

On behalf of the Union Pacific Railroad Company, I submit for filing and recording under 49 U.S.C. § 11301 and the regulations applicable thereunder, counterparts of a primary document, not previously recorded, entitled Memorandum of Equipment Trust Agreement ("Agreement"), dated as of May 15, 1996, to be recorded under a new Recordation No.

The parties to the Agreement are:

Citibank, N.A. 399 Park Avenue New York, NY 10043	—	LESSOR
Union Pacific Railroad Company Martin Tower Eighth and Eaton Avenue Bethlehem, PA 18018	—	LESSEE

The said Agreement covers, among other things, the leasing by the Lessor to the Lessee of certain locomotives, gondolas and autoracks.

The equipment covered in the Agreement is identified in Schedule A to the Agreement.

A short summary of the Agreement to appear in the Surface Transportation Board Index is as follows:

"Lease of UP locomotives, gondolas and autoracks."

*Counterparts - C.A.H. [unclear]*

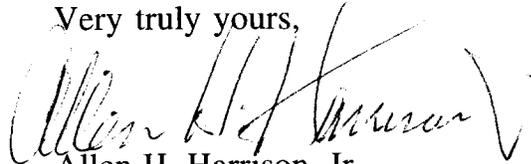
MAY 21 2 12 PM '96

RECEIVED  
SURFACE TRANSPORTATION BOARD

Enclosed is a check in the amount of twenty one dollars (\$21.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board, acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.  
*Attorney for Union Pacific  
Railroad Company for  
the purpose of this filing.*

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

*Enclosures*

BY-HAND

8372-020

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20425-0001

5/21/96

Allen H. Harrison, Jr.  
Donelan, Cleary, Wood & Maser, PC  
1100 New York Avenue N.W., Ste. 750  
Washington, DC., 20005-3934

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 5/21/96 at 2:15PM, and assigned recordation number(s). 20067.

Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 21.00 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



20067

MAY 1996

MAY 21 11:00 AM '96

MEMORANDUM OF EQUIPMENT TRUST AGREEMENT, dated as of May 15, 1996, between CITIBANK, N.A., a national banking association (hereinafter called the "Trustee"), and UNION PACIFIC RAILROAD COMPANY, a Utah corporation (hereinafter called the "Company").

WHEREAS the Trustee and the Company have entered into that certain Equipment Trust Agreement dated as of the date hereof (hereinafter called the "Agreement"), creating Union Pacific Equipment Trust Series G, covering the lease to the Company of the railroad equipment listed in Schedule A hereto, bearing the reporting marks and road numbers of Union Pacific Railroad Company shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor.

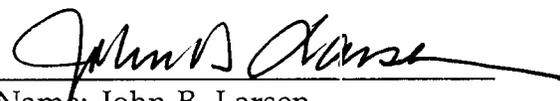
NOW THEREFORE, the parties hereto wish to record this Memorandum pursuant to section 11301 of Title 49 of the United States Code to show for the public record the interests of the parties hereto in the railroad equipment subject to the Agreement, and to afford the parties hereto the benefits of said section 11301 with respect to the Agreement and the Equipment covered thereby.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

CITIBANK, N.A.,

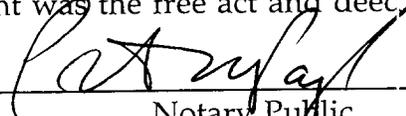
By:   
Name: P. DeFENCE  
Title: Vice President

UNION PACIFIC RAILROAD COMPANY

By:   
Name: John B. Larsen  
Title: Assistant Treasurer

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

On this 17<sup>th</sup> day of May, 1996, before me personally appears P. DeFELICE,  
to me personally known, who, by me being duly sworn, says that (s)he is a  
Vice President of CITIBANK, N.A., and that the foregoing instrument was signed on  
behalf of said bank 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 bank.

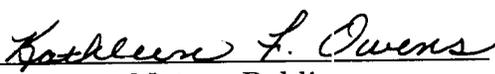
  
\_\_\_\_\_  
Notary Public

PETER M. PAMLYSHIN  
Notary Public, State of New York  
No. 41-4991297  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires January 27, 1998

My commission expires

COMMONWEALTH OF PENNSYLVANIA )  
 ) SS.:  
COUNTY OF LEHIGH )

On this 16<sup>th</sup> day of May, 1996, before me personally appeared John B. Larsen,  
to me personally known, who, by me being duly sworn, says that he is an Assistant  
Treasurer of UNION PACIFIC RAILROAD COMPANY, that the foregoing instrument  
was signed 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.

  
\_\_\_\_\_  
Notary Public

My commission expires

Notarial Seal  
Kathleen F. Owens, Notary Public  
Bethlehem, Lehigh County  
My Commission Expires Oct. 19, 1996  
Member, Pennsylvania Association of Notaries

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SCHEDULE A

Description of Equipment

<u>Type</u>	<u>Quantity</u>	<u>Manufacturer</u>	<u>Description</u>	<u>Reporting Marks and Road Numbers</u>
Locomotives	25	Electro-Motive Division, General Motors Corporation	SD90MAC Convertible Locomotives	UP8000 - 8024, Inclusive
	20	GE Transportation System (General Electric Company)	AC4400CW Locomotives	UP6738 - 6757, Inclusive
Gondola Railcars	5	Thrall Car Manufacturing Company	Coil Gondola Railcars	UP249004 - 249008, Inclusive
	22	Thrall Car Manufacturing Company	Coil Gondola Railcars	UP249052 - 249073, Inclusive
Autoracks	30	Thrall Car Manufacturing Company	Bi-Level Autoracks	UP9323 - 9352, Inclusive