



Shawn P. Galey  
Counsel

General Electric Company  
2901 East Lake Road, Erie, PA 16531  
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RECORDATION NO. 20145-A FILED 1425

JAN - 8 1997 - 11 50 AM

January 6, 1997

Mr. Vernon Williams  
Surface Transportation Board  
12th and Constitution Avenue, N.W.  
Room 2311  
Washington, D.C. 20423

Subject: Recordation of Amendment to Locomotive Lease

Dear Mr. Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. §11301 and the regulations thereunder, is an original and one copy/counterpart of an Memorandum of Locomotive Lease, dated as of June 14, 1996, between General Electric Company ("Lessor") and Union Pacific Railroad Corporation, acting as the successor to Southern Pacific Transportation Company ("Lessee"), a primary document.

The names and addresses of the parties to the enclosed Agreement are as follows:

LESSOR: General Electric Company  
2901 East Lake Road  
Erie, Pennsylvania 16531

LESSEE: Southern Pacific Transportation Company  
Southern Pacific Building  
One Market Plaza  
San Francisco, California 94105

A general description of the locomotive(s) covered by the enclosed documents is attached hereto as Schedule I. Also enclosed is a remittance in the amount of \$22.00 for the required recording fee.

JAN 8 11 46 AM '97  
RECEIVED  
SURFACE TRANSPORTATION BOARD

The undersigned is Counsel and Attesting Secretary of General Electric Company, the Lessor. Please return the original and any extra copies not needed by the Board for recordation to Shawn P. Galey, General Electric Company, 2901 East Lake Road, Building 14-5, Erie, Pennsylvania 16531.

A short summary of the document to appear in the index follows:

PRIMARY DOCUMENT

Memorandum of Locomotive Lease, dated as of June 14, 1996 between General Electric Company ("Lessor") and Union Pacific Railroad Corporation, acting as the successor to Southern Pacific Transportation Company ("Lessee"), relating to:

seventeen (17) General Electric Company Model C30-7 Diesel Electric Locomotives, bearing road numbers 8084, 8087, 8078, 8015, 8044, 8058, 8025, 8093, 8079, 8002, 8095, 8021, 8072, 8032, 8077 and 8066; and

eleven (11) General Electric Company Model Super 7 Diesel Electric Locomotives, bearing road numbers 3000-3010, inclusive.

Respectfully submitted,

A handwritten signature in black ink, appearing to be 'Shawn P. Galey', written in a cursive style.

Enclosures

**SCHEDULE I**

**Description of Locomotive(s)**

<b><u>Road Numbers</u></b>	<b><u>Model</u></b>
GECX 8084	C30-7
GECX 8087	C30-7
GECX 8078	C30-7
GECX 8015	C30-7
GECX 8017	C30-7
GECX 8044	C30-7
GECX 8058	C30-7
GECX 8025	C30-7
GECX 8093	C30-7
GECX 8079	C30-7
GECX 8002	C30-7
GECX 8095	C30-7
GECX 8021	C30-7
GECX 8072	C30-7
GECX 8032	C30-7
GECX 8077	C30-7
GECX 8066	C30-7
GECX 3010	Super 7
GECX 3006	Super 7
GECX 3000	Super 7
GECX 3009	Super 7
GECX 3001	Super 7
GECX 3002	Super 7
GECX 3005	Super 7
GECX 3003	Super 7
GECX 3004	Super 7
GECX 3008	Super 7
GECX 3007	Super 7

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20428-0001

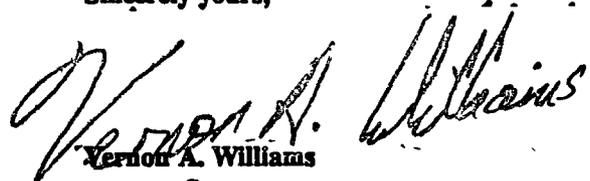
1/8/97

Shawn P. Galley  
General Electric Company  
2901 East Lake Road  
Building 14-5  
Erie, Pennsylvania 16531

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of  
the Interstate Commerce Act, 49 U.S.C. 11303, on 1/8/97 at 11:50AM, and  
assigned recordation number(s). 20145-A

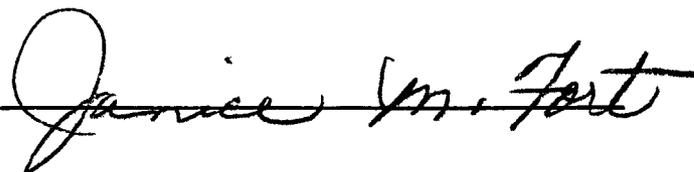
Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 22.00 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



20145-A  
JAN - 8 1997 - 11:00 AM

**AMENDMENT NUMBER 1 TO  
LOCOMOTIVE LEASE AGREEMENT**

Reference is made to the Locomotive Lease Agreement dated as of June 14, 1996, (the "Lease"), between General Electric Company, a New York corporation ("Lessor"), and Union Pacific Railroad Corporation, a Utah corporation, acting as the successor to Southern Pacific Transportation Company, a Delaware corporation ("Lessee"). For good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, Lessor and Lessee agree as follows:

The second sentence in Section 16.1 of the Lease is amended to reflect the new termination date of March 31, 1997. The sentence will now read as follows:

*"The term of this Lease shall end March 31, 1997, unless sooner terminated by the mutual consent of both parties hereto, or as provided in Section 9 or 15. The parties agree that Lessee shall pay rent during the extended term at the rates set out in Section 4.1 above."*

**IN WITNESS WHEREOF**, the parties hereto, intending to be legally bound hereby, have executed this Amendment Number 1 as of December 4, 1996.

**Union Pacific Railroad Corporation**

**General Electric Company**

By: Charles R. Eisele

By: Stephen F. Angel

Name: Charles R. Eisele

Title: General Manager Americas  
Locomotive Marketing & Sales Operation

Title: Vice President-Purchasing

Commonwealth of Pennsylvania }  
 }  
County of Erie }

On this, the 4th day of December, 1996, before me personally appeared Stephen F. Angel, who acknowledged himself to be the General Manager, Americas Locomotive Marketing & Sales Operation, Transportation Systems Business Operations of General Electric Company, a New York corporation, and that he as a General Manager, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the partnership by himself as Stephen F. Angel.

In witness whereof, I hereunto set my hand and official seal.

*Carol A. Wahlen*

Notary Public  
Carol A. Wahlen Notary Public  
Erie, Erie County  
My Commission Expires Dec 12, 1998  
Member, Pennsylvania Association of Notaries

My commission expires:

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State of Nebraska }  
 }  
County of Douglas }

On this, the 17th day of December, 1996, before me, the undersigned officer, personally appeared Charles R. Eisele, who acknowledged himself to be the Vice President-Purchasing of Southern Pacific Transportation Company, a corporation, and that he as Vice President-Purchasing, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Charles R. Eisele.

In witness whereof, I hereunto set my hand and official seal.

GENERAL NOTARY-State of Nebraska  
CAROL A. LEO  
My Comm Exp Oct 7, 2000

*Carol A. Leo*

Notary Public

My commission expires: October 7, 2000