

CHAPMAN AND CUTLER

111 West Monroe Street, Chicago, Illinois 60603-4080

TWX 910-221-2103 Telex 206281

FAX (312) 701-2361

Telephone (312) 845-3000

2 North Central Avenue
Phoenix, Arizona 85004
(602) 256-4060

50 South Main Street
Salt Lake City, Utah 84144
(801) 533-0066

August 29, 1996

AUG 28 1996 9: AM

20247-D, E, F
RECORDED & FILED 1425

Theodore S Chapman
1877-1943
Henry E Cutler
1879-1959

Counterparts - 4/29/96

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
Twelfth Street & Constitution Avenue, N.W.
Washington, DC 20423

Re: Union Pacific Railroad Company
Leveraged Lease Locomotive Financing
UPRR 1996-C

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, three original copies of the document described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The enclosed document is as follows:

Memorandum of Lease Assignment (UPRR 1996-C), dated August 29, 1996, between Harris Trust and Savings Bank, as security trustee (the "Security Trustee" or the "Assignee"), and SNT Falcon Co., Ltd., as lessor (the "Lessor" or the "Assignor").

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

Security Trustee and Assignee: Harris Trust and Savings Bank,
as Security Trustee
311 West Monroe Street
Chicago, Illinois 60690

Lessor and Assignor: SNT Falcon Co., Ltd.
Shin Muromachi Building
2-4-3 Nihombashi Muromachi
Chuo-ku, Tokyo 103
Japan

The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment is as set forth on Exhibit A hereto.

A fee of twenty-one dollars (\$21.00) is enclosed. Please time and date stamp the enclosed copies of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Karl T. Williams, Esq.
Chapman and Cutler
111 West Monroe
Chicago, Illinois 60603

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

C O P Y

CHAPMAN AND CUTLER

MEMORANDUM OF LEASE ASSIGNMENT:

Memorandum of Lease Assignment (UPRR 1996-C) between Harris Trust and Savings Bank, as Security Trustee, 311 West Monroe Street, Chicago, Illinois 60690, and SNT Falcon Co., Ltd., as Lessor, Shin Muromachi Building, 2-4-3 Nihombashi Muromachi, Chuo-ku, Tokyo 103, Japan, dated August 29, 1996, covering diesel electric locomotives bearing the road numbers listed in the Schedule thereto. This document relates to the Memorandum of Lease Agreement, dated August 29, 1996, the Memorandum of Mortgage and Security Agreement, dated August 29, 1996, the Memorandum of Mortgage Supplement No. 1, dated August 29, 1996, and the Memorandum of Lease Supplement No. 1, dated August 29, 1996, which were recorded with the Surface Transportation Board on August 28, 1996 at 9:25 a.m. under recordation numbers 20247, 20247 A, 20247 C and 20247 B respectively, pursuant to Section 11301 of Title 49 of the United States Code.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams
Karl T. Williams

KTW/rm
Enclosure

Law Offices of
CHAPMAN AND CUTLER

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric AC 4400 CW Diesel Electric Locomotives	2	7010 and 7011
General Motors Corporation (Electro-Motive Division) Model SD-90 MAC Diesel Electric Locomotives	7	8043 through 8049, inclusive

C O P Y

20247 -E
AUG 28 1996 09:11 AM

**MEMORANDUM OF DOLLAR ACCOUNT PLEDGE AGREEMENT
(UPRR 1996-C)**

Memorandum of Dollar Account Pledge Agreement, made and entered into on August 29, 1996 by and between SNT Falcon Co., Ltd., a Japanese corporation ("*Borrower*"), and Kreditanstalt für Wiederaufbau ("*Agent*").

WITNESSETH:

The undersigned have entered into that certain Dollar Account Pledge Agreement (UPRR 1996-C) (the "*Pledge Agreement*"), dated August 19, 1996, by which the Borrower has pledged, assigned, and granted to the Agent a security interest in, all of the Borrower's right, title and interest in and to the Dollar Account described in said Pledge 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.

SNT FALCON CO., LTD.

By *H. V. Matsu*
Name: Hiromichi Matsudaira
Title: Attorney-in-Fact

Executed on this 21st day of August, 1996.

KREDITANSTALT FÜR WIEDERAUFBAU

By _____
Name:
Title:

Executed on this ____ day of August, 1996.

By _____
Name:
Title:

Executed on this ____ day of August, 1996.

**MEMORANDUM OF DOLLAR ACCOUNT PLEDGE AGREEMENT
(UPRR 1996-C)**

Memorandum of Dollar Account Pledge Agreement, made and entered into on August 29, 1996 by and between SNT Falcon Co., Ltd., a Japanese corporation ("*Borrower*"), and Kreditanstalt für Wiederaufbau ("*Agent*").

WITNESSETH:

The undersigned have entered into that certain Dollar Account Pledge Agreement (UPRR 1996-C) (the "*Pledge Agreement*"), dated August 19, 1996, by which the Borrower has pledged, assigned, and granted to the Agent a security interest in, all of the Borrower's right, title and interest in and to the Dollar Account described in said Pledge 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.

SNT FALCON CO., LTD.

By _____
Name:
Title: Attorney-in-Fact

Executed on this ____ day of August, 1996.

KREDITANSTALT FÜR WIEDERAUFBAU

By Christiane Lovemann
Name: Christiane Lovemann
Title: Senior Project Manager

Executed on this 19th day of August, 1996.

By _____
Name: Michael Jung
Title: Vice President

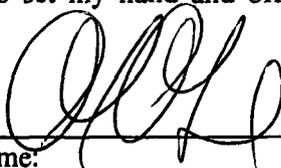
Executed on this 19th day of August, 1996.

STATE OF NEW YORK)
COUNTY OF New York)

SS.: Hironichi Matsudaira

On this, the 21st day of August, 1996, 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 Attorney-in-Fact of SNT FALCON CO., LTD., that said instrument was signed on August 21, 1996 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 _____

MARIO O MORRONE
Notary Public State of New York
No. 02MO4811599
Qualified in Kings County
Commission Expires Oct 31, 1996

STATE OF _____)
COUNTY OF _____)

SS.:

On this, the ____ day of August, 1996, 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 KREDITANSTALT FÜR WIEDERAUFBAU, that said instrument was signed on August __, 1996 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 NEW YORK)
) SS.:
COUNTY OF _____)

On this, the ____ day of August, 1996, 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 Attorney-in-Fact of SNT FALCON CO., LTD., that said instrument was signed on August __, 1996 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 New York)
) SS.:
COUNTY OF New York)

On this, the 19th day of August, 1996, before me, a Notary Public in and for said County and State, personally appeared Michael Jung, who being by me duly sworn, says that (s)he is the Vice President of KREDITANSTALT FÜR WIEDERAUFBAU, that said instrument was signed on August 19, 1996 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.

Remi Bissu

Name:
Notary Public
My Commission Expires:
Residing in NYC

REMI BISSU
Notary Public, State of New York
No. 01BIS040125
Qualified in Kings County
Certificate Filed in New York County
Commission Expires March 6, 1997



STATE OF New York)
)
COUNTY OF New York) SS.:

On this, the 19th day of August, 1996, before me, a Notary Public in and for said County and State, personally appeared Christiane Levermann, who being by me duly sworn, says that (s)he is the Sr. Project manager of KREDITANSTALT FÜR WIEDERAUFBAU, that said instrument was signed on August 19, 1996 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.

Remi Bissu
Name:
Notary Public
My Commission Expires:
Residing in NYC

REMI BISSU
Notary Public, State of New York
No. 0152040125
Qualified in Kings County
Certificate Filed in New York County
Commission Expires March 3, 1997



EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric AC 4400 CW Diesel Electric Locomotives	2	7010 and 7011
General Motors Corporation (Electro-Motive Division) Model SD-90 MAC Diesel Electric Locomotives	7	8043 through 8049, inclusive