



Shawn P. Galey
Counsel

General Electric Company
2901 East Lake Road, Erie, PA 16531
814 875-3822, Fx 814 875-2724

January 6, 1997

20308-A

JAN 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 October 7, 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.

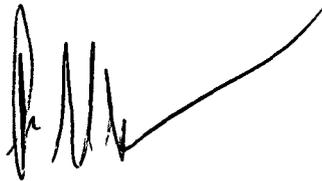
The undersigned is Counsel and Attesting Secretary of General Electric Company, the Lessor. Please return the original and any extra copies not needed by the Board for recordation to Shawn P. Galey, General Electric Company, 2901 East Lake Road, Building 14-5, Erie, Pennsylvania 16531.

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

PRIMARY DOCUMENT

Memorandum of Locomotive Lease, dated as of October 7, 1996 between General Electric Company ("Lessor") and Union Pacific Railroad Corporation, acting as the successor to Southern Pacific Transportation Company ("Lessee"), relating to fifteen (15) C39-8 diesel electric locomotives.

Respectfully submitted,

A handwritten signature in black ink, consisting of several vertical strokes followed by a long, sweeping horizontal line that curves upwards to the right.

Enclosures

SCHEDULE I

Description of Locomotive(s)

<u>Type of Equipment</u>	<u>Road Numbers</u>	<u>Model</u>
Fifteen (15) diesel electric locomotives	CR 6000	C39-8
	CR 6002	C39-8
	CR 6003	C39-8
	CR 6010	C39-8
	CR 6011	C39-8
	CR 6012	C39-8
	CR 6014	C39-8
	CR 6016	C39-8
	CR 6018	C39-8
	CR 6019	C39-8
	CR 6004	C39-8
	CR 6007	C39-8
	CR 6009	C39-8
	CR 6015	C39-8
	CR 6017	C39-8

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

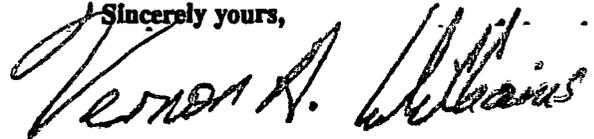
1/8/97

Shawn P. Galey
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). 20308-A

Sincerely yours,

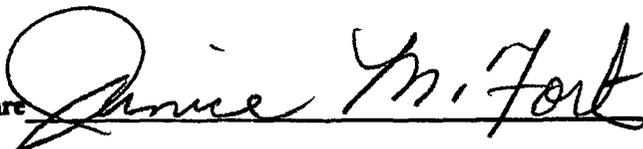


Vernon A. Williams
Secretary

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



20308-A

JAN - 8 1997 - 11 - 11 AM

**AMENDMENT NUMBER 1 TO
LOCOMOTIVE LEASE AGREEMENT**

Reference is made to the Locomotive Lease Agreement dated as of October 7, 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:

1. 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."

2. The third sentence of Section 16.1, referring to "Locomotive Days," is deleted in its entirety.

3. The second sentence of Section 4.1 is amended to reflect the new daily rental rate. The sentence will now read as follows:

"Commencing December 16, 1996, through the date Lessee returns the Locomotives to Lessor upon expiration of the term specified in Section 16, Lessee agrees to pay as rent to Lessor the sum of \$510 per day for each Locomotive, such amount to be paid promptly upon submission of monthly invoices by Lessor."

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: David B. Tucker

Name: Charles R. Eisele

Title: General Manager, Global Service Operation

Title: Vice President-Purchasing

Commonwealth of Pennsylvania }
 }
County of Erie }

On this, the 4th day of December, 1996, before me personally appeared David B. Tucker, who acknowledged himself to be the General Manager, Global Service 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 David B. Tucker.

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

Carol A. Wahlen
Notary Public

My commission expires:

Notarial Seal
Carol A. Wahlen, Notary Public
Erie, Erie County
My Commission Expires Dec 12, 1996

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 Union Pacific Railroad Corporation, 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