

CHAPMAN AND CUTLER

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

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

RECORDATION NO. 21875 FILED

DEC 15 '98

10-45 AM

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

December 15, 1998

RECORDATION NO. 21875-AK FILED

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

DEC 15 '98

10-45 AM

DEC 15 10 45 AM '98

RECEIVED
SURFACE TRANSPORTATION
BOARD

Re: Union Pacific Railroad Company
Financing of Locomotives
UPRR 1998-G1

Dear Mr. Williams:

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

The primary document is as follows:

Memorandum of Mortgage and Security Agreement (UPRR 1998-G1), dated December 15, 1998, between Union Pacific Railroad Company, as borrower (the "Borrower"), and Kreditanstalt für Wiederaufbau, as agent (the "Agent").

The secondary document is as follows:

Memorandum of Mortgage Supplement No. 1 (UPRR 1998-G1), dated December 15, 1998, between the Borrower and the Agent.

The primary document to which the Memorandum of Mortgage Supplement No. 1 (UPRR 1998-G1) is connected is the Memorandum of Mortgage and Security Agreement (UPRR 1998-G1) which is being submitted for recording concurrently therewith.

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

Counterparts - [Signature]

CHAPMAN AND CUTLER

MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT

Borrower: Union Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179

Agent: Kreditanstalt für Wiederaufbau
Palmengartenstrasse 5-9
Frankfurt am Main, Germany

MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 1

Borrower: Union Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179

Agent: Kreditanstalt für Wiederaufbau
Palmengartenstrasse 5-9
Frankfurt am Main, Germany

The description of the equipment covered as of the date hereof by the aforesaid Memorandum of Mortgage and Security Agreement and Memorandum of Mortgage Supplement No. 1 is as set forth on Exhibit A hereto.

A fee of fifty-two dollars (\$52.00) is enclosed. Please time and date stamp the enclosed copies of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents 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 each of the documents to appear in the index follows:

(1) MEMORANDUM OF MORTGAGE AND SECURITY AGREEMENT:

Memorandum of Mortgage and Security Agreement (UPRR 1998-G1) between Union Pacific Railroad Company, as Borrower, 1416 Dodge Street, Omaha, Nebraska 68179, and Kreditanstalt für Wiederaufbau, as Agent, Palmengartenstrasse 5-9, Frankfurt am Main, Germany, dated December 15, 1998, covering the obligations of the Borrower relating to diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto.

CHAPMAN AND CUTLER

(2) MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 1:

Memorandum of Mortgage Supplement No. 1 (UPRR 1998-G1) between Union Pacific Railroad Company, as Borrower, 1416 Dodge Street, Omaha, Nebraska 68179, and Kreditanstalt für Wiederaufbau, as Agent, Palmengartenstrasse 5-9, Frankfurt am Main, Germany, dated December 15, 1998, covering the obligations of the Borrower relating to diesel electric locomotives bearing road numbers listed in the exhibit attached thereto. The Memorandum of Mortgage Supplement No. 1 is related to the Memorandum of Mortgage and Security Agreement between the Borrower and the Agent, dated December 15, 1998, which is filed concurrently herewith.

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/wp
Enclosures

CHAPMAN AND CUTLER
EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD90-MAC Diesel Electric Locomotives	60	8228, 8229, 8234, 8236 through 8246, inclusive, 8249, 8264, 8267, 8269 through 8301, inclusive, 8501, 8503 through 8511, inclusive

DEC 15 '98 10-45 AM

MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 1
(UPRR 1998-G1)

Memorandum of Mortgage Supplement No. 1, dated December 15, 1998, by and between Union Pacific Railroad Company, a Delaware corporation, as borrower ("*Borrower*") and Kreditanstalt für Wiederaufbau, as agent ("*Agent*").

WITNESSETH:

1. The undersigned have entered into that certain Mortgage and Security Agreement (UPRR 1998-G1), dated ~~as of~~ December 15, 1998 (the "*Mortgage*"), by which the Borrower has granted a security interest to the Agent in order to secure the Borrower's performance of certain obligations as described in the Loan Agreement (UPRR 1998-G1), dated ~~as of~~ December 15, 1998, between the Borrower and Kreditanstalt für Wiederaufbau as Lender and as Agent, and in the Mortgage.

2. A memorandum of said Mortgage is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Mortgage Supplement No. 1 (UPRR 1998-G1), dated December 15, 1998, relating to the above-described Mortgage and extending the Borrower's grant of a security interest therein to locomotives bearing road numbers as listed on Exhibit A attached hereto.

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.

UNION PACIFIC RAILROAD COMPANY

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

Executed on this 15th day of December, 1998.

KREDITANSTALT FÜR WIEDERAUFBAU

By: _____

Name: *Michael Jung*
Title: *Vice President*

By: _____

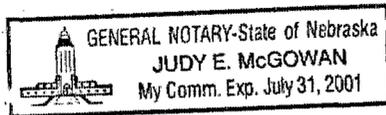
Name: *Christian Schmidt*
Title: *Senior Project Manager*

Executed on this 11th day of December, 1998.

STATE OF Nebraska)
)
) SS.:
COUNTY OF Douglas)

On this, the 10th day of December, 1998 before me, a Notary Public in and for said County and State, personally appeared John B. Larsen, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on December 10, 1998 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.

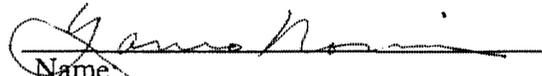


Judy E. McGowan
Name:
Notary Public
My Commission Expires:
Residing in Douglas County Nebraska

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

On this, the 11th day of December, 1998, 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 December 11th, 1998 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.

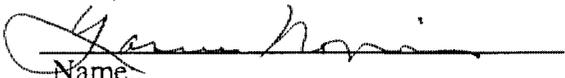

Name: _____
Notary Public
My Commission Expires: _____
Residing in Brooklyn NY

YASUKO NOBUCHI
Notary Public, State of New York
No. 24-4755923
Qualified in Kings County
Certificate Filed in New York County
Commission Expires October 11, 1999

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

On this, the 11th day of December, 1998, before me, a Notary Public in and for said County and State, personally appeared Christian Schmidt, who being by me duly sworn, says that (s)he is the Senior Project Manager of KREDITANSTALT FÜR WIEDERAUFBAU, that said instrument was signed on December 11th 1998 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 Brooklyn, NY

YASUKO NOGUCHI
Notary Public, State of New York
No. 24-4755985
Qualified in Kings County
Certificate Filed in New York County
Commission Expires October 11, 1999

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD90-MAC Diesel Electric Locomotives	60	8228, 8229, 8234, 8236 through 8246, inclusive, 8249, 8264, 8267, 8269 through 8301, inclusive, 8501, 8503 through 8511, inclusive