

CHAPMAN AND CUTLER

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September 15, 1999

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

RECORDATION NO. **21875-B** FILED
SEP 15 '99 12:45 PM

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

Open

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 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 secondary document is as follows:

Memorandum of Mortgage Amendment and Supplement No. 1 (UPRR 1998-G1), dated September 15, 1999, between the Borrower and the Agent.

The primary document to which the Memorandum of Mortgage Amendment and Supplement No. 1 (UPRR 1998-G1) is connected is the Memorandum of Mortgage and Security Agreement (UPRR 1998-G1) which was recorded pursuant to Section 11301 of Title 49 of the United States Code on December 15, 1998 under recordation number 21875.

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

MEMORANDUM OF MORTGAGE AMENDMENT AND 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

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

A fee of twenty-six dollars (\$26.00) 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:

Memorandum of Mortgage Amendment and 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 September 15, 1999, covering the obligations of the Borrower relating to diesel electric locomotives bearing road numbers listed in the exhibit attached thereto. The Memorandum of Mortgage Amendment and Supplement No. 1 is related to the Memorandum of Mortgage and Security Agreement between the Borrower and the Agent, dated December 15, 1998, which was filed pursuant to Section 11301 of Title 49 of the United States Code on December 15, 1998 under recordation number 21875.

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	18	8302 through 8308, inclusive, 8502, 8512 through 8521, inclusive

SEP 15 '99

12-45 PM

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

Memorandum of Mortgage Amendment and Supplement No. 1, dated September 15, 1999, 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 December 15, 1998, as supplemented by that certain Mortgage Supplement No. 1 dated December 15, 1998 (the "*Mortgage*"), by which the Borrower has granted a security interest in certain locomotives bearing road numbers described therein to the Agent in order to secure the Borrower's performance of certain obligations as described in the Loan Agreement (UPRR 1998-G1), dated December 15, 1998, between the Borrower and Kreditanstalt für Wiederaufbau as Lender and as Agent, and in the Mortgage.

2. Memoranda of said Mortgage and said Mortgage Supplement No. 1 were recorded with the Surface Transportation Board on December 15, 1998 pursuant to Section 11301 of Title 49 of the United States Code under recordation numbers 21875 and 21875-A.

3. The undersigned have entered into that certain Loan Amendment No. 1 (UPRR 1998-G1) (the "*Loan Amendment*"), dated September 15, 1999, relating to the above-described Loan Agreement and providing additional advances thereunder.

4. The undersigned have entered into that certain Mortgage Amendment and Supplement No. 1 (UPRR 1998-G1) (the "*Mortgage Supplement*"), dated September 15, 1999, relating to the above-described Loan Amendment and 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 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 

Name: John B. Larsen

Title: Assistant Treasurer

Executed on this ___ day of September, 1999.

KREDITANSTALT FÜR WIEDERAUFBAU,

By _____

Name:

Title:

By _____

Name:

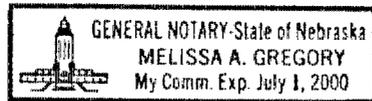
Title:

Executed on this ___ day of September, 1999.

STATE OF NEBRASKA)
) SS.:
COUNTY OF DOUGLAS)

On this, the 13th day of September, 1999 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 RAILFORAD COMPANY, that said instrument was signed on September 13, 1999 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.



Melissa A. Gregory
Name: Melissa A. Gregory
Notary Public
My Commission Expires: July 1, 2000
Residing in Douglas County, Nebraska

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 _____
Name: John B. Larsen
Title: Assistant Treasurer

Executed on this ___ day of September, 1999.

KREDITANSTALT FÜR WIEDERAUFBAU

By: _____
Name: Michael Jung
Title: Vice President

By: _____
Name: Margarete Peters
Title: Senior Project Manager

Executed on this ___ day of September, 1999.

STATE OF New York :

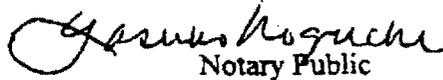
SS

COUNTY OF New York :

On this, the 13th day of September, 1999, before me, a notary public, personally appeared Margarete Peters, to me personally known, who being by me duly sworn, says that she is the Senior Project Manager of Kreditanstalt für Wiederaufbau, that said instrument was executed on September 13, 1999 on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sworn to before me this
13th day of September, 1999

(NOTARIAL SEAL)


Notary Public

My Commission Expires:

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

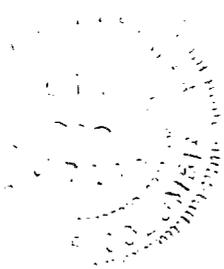
UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD90-MAC Diesel Electric Locomotives	18	8302 through 8308, inclusive, 8502, 8512 through 8521, inclusive

District of Columbia)
)
City of Washington) ss:

I, KIM L. BARTMAN, Notary for the District of Columbia, hereby certify that the attached "Memorandum of Mortgage Amendment and Supplement No. 1", dated September 15, 1999 between UNION PACIFIC RAILROAD COMPANY, Borrower, and KREDITANSTALT FUR WIEDERAUFBAU, Agent, is a true and complete copy of the original thereof.

Certified this 15th day of September, 1999.



Kim L. Bartman

NOTARY PUBLIC

My commission expires: 3-31-2000