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Taylor, Morell & Gitomer

Suite 210
919 18th St., N.W.
Washington, DC 20006
(202) 466-6530/FAX (202) 466-6528

Suite 230
310 Golden Shore
Long Beach, CA 90802
(310) 436-2519/FAX (310) 436-5393

October 22, 1993

Direct Dial: (202)466-6532

~~RECORDED IN~~ 18439-13
INDEX

OCT 21 1993 -12 10 PM

INTERSTATE COMMERCE COMMISSION

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Strickland:

I have enclosed the original and one certified copy the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The document is a Rental Schedule and Acceptance Certificate No. 1-A, dated as of May 1, 1993, a secondary document. The primary document to which this is connected is recorded under Recordation No. 18439. We request that this document be recorded under Recordation No. 18439-B.

The names and addresses of the parties to Rental Schedule and Acceptance Certificate No. 1-A are:

Lessor:

Investors Asset Holding Corporation
c/o American Finance Group
Exchange Place
Boston, MA 02109

Lessee:

Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179

A description of the equipment covered by the document consists of four MP15-AC diesel electric locomotives numbered UP 1407, 1408, 1409, and 1411 (formerly SOO 1526, 1520, 1511, and 1528, respectively).

OCT 22 12 25 PM '93
LICENSING BRANCH

RECEIVED
OFFICE OF THE
SECRETARY

*C. Ann...
Judith McDonald*

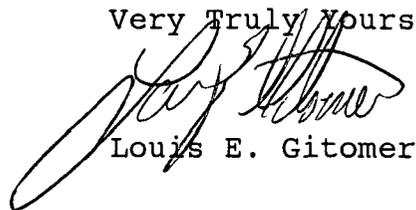
Honorable Sidney L. Strickland, Jr.
October 22, 1993
Page 2

A fee of \$18.00 is enclosed. Please return the original to:

Louis E. Gitomer
Taylor, Morell & Gitomer
Suite 210
919 18th Street, N.W.
Washington, DC 20006

A short summary of the document to appear in the index follows: Rental Schedule and Acceptance Certificate No. 1-A, dated a of May 1, 1993, between Investors Asset Holding Corporation, c/o American Finance Group, Exchange Place, Boston, MA 02109, and Union Pacific Railroad Company, 1416 Dodge Street, Omaha, NE 68179, covering four MP15-AC diesel electric locomotives numbered UP 1407, 1408, 1409, and 1411 (formerly SOO 1526, 1520, 1511, and 1528, respectively).

Very Truly Yours,



Louis E. Gitomer

Interstate Commerce Commission
Washington, D.C. 20423

10/22/93

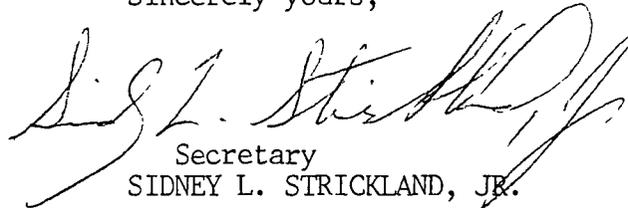
OFFICE OF THE SECRETARY

Louis E. Gitomer
Taylor Morell & Gitomer
919 18th St N.W. Suite 210
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **10/21/93** at **12:30pm**, and assigned recordation number(s). **18439-B**

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

Original

RENTAL SCHEDULE AND ACCEPTANCE CERTIFICATE NO. 1-A (the "Rental Schedule")
DATED AS OF AUGUST 3, 1993 (the "Acceptance Date")
TO MASTER LEASE OF RAILROAD EQUIPMENT (the "Master Lease")
DATED AS OF MAY 1, 1993

LESSOR

LESSEE

INVESTORS ASSET HOLDING CORPORATION,
as Trustee
c/o AMERICAN FINANCE GROUP
EXCHANGE PLACE
BOSTON, MA 02109

UNION PACIFIC RAILROAD COMPANY
1416 DODGE STREET
OMAHA, NE 68179

18439-B
OCT 21 1993 12 30 PM

INTERSTATE COMMERCE COMMISSION

1. LEASE TERM. PAYMENT DATES.

This Rental Schedule, between Lessor and Lessee incorporates by reference the terms and conditions of the Master Lease. Lessor hereby leases to Lessee and Lessee hereby leases from Lessor those Units described below for the Lease Term and at the Rent payable on the Payment Dates and on the terms and conditions set forth in the Master Lease:

Lessor's Cost	Road Number: Soo Line/UP	YR/Manufacturer/Model	Acceptance Date
\$ 433,282.00	1526/1407	General Motors MP15-AC	8/3/93
428,749.00	1520/1408	General Motors MP15-AC	8/18/93
421,553.00	1511/1409	General Motors MP15-AC	8/21/93
422,996.00	1528/1411	General Motors MP15-AC	8/27/93

\$ 1,706,580.00	Total Lessor's Cost		
=====			

Location of Equipment: Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179

The Lease Term is for the period from and including the Acceptance Date of each Unit set forth above, to but not including the Effective Date of January 1, 1994, as defined in the Master Lease ("Interim Term") and for a Base Term of 36 months commencing on the Effective Date and terminating on December 31, 1996.

Interim Rent in the amount of \$8,647.57 is due and payable as of September 1, 1993; \$53,040.26 is due and payable on December 1, 1993 and \$18,068.66 is due on the Effective Date. Base Rent for the Base Term and Renewal Rent for the Renewal Term is calculated as set forth in Section 3 of the Master Lease and is due and payable in 40 payments commencing on the Effective Date and continuing quarterly in advance through and including December 31, 2003 unless the Lease Term is terminated by the exercise by Lessee of its option to purchase all or certain of the Units leased hereunder pursuant to Article 11 of the Master Lease.

2. DOCUMENTATION FEE.

Lessee shall pay to Lessor a Documentation Fee of \$500.00 as reimbursement for the fees owed by Lessor relating to Uniform Commercial Code Financing

RENTAL SCHEDULE AND ACCEPTANCE CERTIFICATE NO. 1-A

PAGE TWO

Statements or ICC Recordation to be filed in connection with this transaction. Such fees shall be due and payable on the Effective Date.

3. ACCEPTANCE CERTIFICATE.

Lessee hereby represents, warrants and certifies (a) that the Units described herein have been delivered to and inspected and found satisfactory by Lessee and are accepted for lease by Lessee under this Rental Schedule and the Master Lease as incorporated herein by reference, as of the Acceptance Date set forth above; (b) the Units are located as specified above; (c) the representations and warranties of Lessee set forth in the Master Lease are true and correct as of the date hereof.

4. SCHEDULE OF CASUALTY VALUES.

The Schedule of Casualty Values attached hereto is incorporated herein by reference and shall be applicable to the Units described above.

5. ENTIRE AGREEMENT. MODIFICATION AND WAIVERS. EXECUTION IN COUNTERPARTS.

This Rental Schedule and the Master Lease constitute the entire agreement between Lessee and Lessor with respect to the leasing of the Units described herein. Capitalized terms not defined herein shall have the meanings assigned to them in the Master Lease. To the extent any of the terms and conditions set forth in this Rental Schedule conflict with or are inconsistent with the Master Lease, this Rental Schedule shall govern and control. No amendment, modification or waiver of this Rental Schedule or the Master Lease will be effective unless evidenced by a writing signed by the party against whom enforcement is sought. This Rental Schedule may be executed in counterparts, all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF the parties hereto have caused this Rental Schedule and Acceptance Certificate to be executed and delivered by their duly authorized representatives as of the date first above written.

INVESTORS ASSET HOLDING CORPORATION,
not in its individual capacity
but solely as Trustee of the
"AFG/Soo Line Trust"
Lessor

UNION PACIFIC RAILROAD COMPANY
Lessee

By James F. Livesey
Title Vice President

By Jerry J. Halverson
Title AVP Supply

COUNTERPART NO. 3 OF 3 SERIALLY NUMBERED MANUALLY EXECUTED COUNTERPARTS. TO THE EXTENT IF ANY THAT THIS DOCUMENT CONSTITUTES CHATTEL PAPER UNDER THE UNIFORM COMMERCIAL CODE, NO SECURITY INTEREST MAY BE CREATED THROUGH THE TRANSFER AND POSSESSION OF ANY COUNTERPART OTHER THAN COUNTERPART NO. 1

UNION PACIFIC RAILROAD COMPANY



AMERICAN FINANCE GROUP
 ATTN GAIL OFGANT
 EXCHANGE PLACE 14TH FL
 BOSTON MA 02109

DATE ISSUED	09-27-93
BILL NUMBER	838222
EXPENSE MONTH	09-93
CONTRACT NUMBER	
CUSTOMER NUMBER	035582
BILL PREPARER	AMBC005
REQUESTED BY	
DIST:	
CLS : 13-ALL OTHER	

CORRESPONDENCE TO: ASSISTANT MANAGER, MISCELLANEOUS ACCOUNTS RECEIVABLE
 1416 DODGE STREET MC 9060
 OMAHA, NE. 68179
 PHONE: (402)280-6211 OR (402)280-6225

DESCRIPTION

COSTS INCURRED BY UPRR TO REBUILD FOUR (4) MP15AC
 LOCOMOTIVES AT JENKS SHOP DURING THE MONTH OF AUGUST,
 1993 PER CONTRACT NO. 1120. DETAIL ATTACHED.

AMOUNT \$1,006,580.00

 PLEASE DETACH AT THIS LINE AND RETURN THIS PORTION WITH CHECK PAYABLE TO:

UNION PACIFIC RAILROAD COMPANY
 P.O. BOX 3480
 OMAHA, NEBRASKA
 68103-0480

COMPLETE THIS PORTION FOR CHANGE OF NAME/ADDRESS:

DATE ISSUED	09-27-93
BILL NUMBER	838222
BILL AMOUNT	\$1,006,580.00
EXPENSE MONTH	09-93
CONTRACT NUMBER	
CUSTOMER NUMBER	035582
DIST: -	
CLS :13-ALL OTHER	

NAME		
STREET		
CITY	STATE	ZIP

22 MP15AC REBUILDS OF FORMER SOO LINE LOCOMOTIVES

BILLING FOR FIRST 4 UNITS

PG 1	DESCRIPTION	ITEM NO.	Estimate or Standard		ACTUAL CHARGES INCURRED								
			QTY	EXT AMOUNT	SOO 1526, 8/3/93		SOO 1520, 8/17/93		SOO 1511, 8/20/93		SOO 1528, 8/27/93		
					Job 001-UP 1407	Job 002-UP 1408	Job 003-UP 1409	Job 005-UP 1411					
				QTY	EXT. AMT.	QTY	EXT. AMT.	QTY	EXT. AMT.	QTY	EXT. AMT.		
MATERIAL													
CARBODY/EQUIPMENT													
	Unitized Battery	020-5361	1	\$3,273.56	1	\$3,258	1	\$3,271	1	\$3,264	1	\$3,258	
	Radio/74 Volt DC	070-2460	1	\$110.00	1	\$110	1	\$110	1	\$110	1	\$110	
	Radio Antenna	081-7692	1	\$127.74	1	\$127	1	\$127	1	\$127	1	\$127	
	Seat - Jagggers Engineer	150-4010			3	\$1,548	3	\$1,548	3	\$1,548	3	\$1,548	
	Seat - J. Cabmaster Trpod	150-5140			3	\$417	3	\$417	3	\$423	3	\$417	
	Refrigerator - Small	150-6014	1	\$1,429.00	1	\$1,429	1	\$1,429	1	\$1,429	1	\$1,429	
	Cab Card Holder	270-4180	1	\$90.78	1	\$91	1	\$91	1	\$91	1	\$91	
	Toilet - Complete	330-6770	1	\$498.00	1	\$498	1	\$498	1	\$498	1	\$498	
	Toilet Slide Gear	330-7480	1	\$298.00	1	\$298	1	\$298	1	\$298	1	\$298	
	Toilet Slide Gear Flange	330-7483	1	\$52.00	1	\$52	1	\$52	1	\$52	1	\$52	
	First Aid Cabinet	380-0382	1	\$3.21	1	\$3	1	\$3	1	\$3	1	\$3	
	Fire Extinguisher	380-2922	2	\$38.62	2	\$39	2	\$39	2	\$39	2	\$38	
	Fire Extinguisher Brackets	380-3430	2	\$51.30	2	\$52	2	\$52	2	\$52	2	\$52	
	Abrasive Disc	411-1229							25	\$73			
	Couplers	625-0185	2	\$1,256.64	2	\$739	2	\$739	2	\$739	2	\$436	
	Draft Gear	626-4646	2	\$633.35									
	Draft Gear Assembly	626-6969			2	\$820	2	\$820	2	\$820	2	\$820	
	Yoke	628-1932	2	\$1,228.06									
	Knuckle Bracket	701-2020	2	\$29.42	4	\$59	2	\$29	4	\$59	2	\$29	
	Knuckle Pin	701-2030	2	\$20.82	4	\$42	2	\$21	4	\$42	2	\$21	
	Cab Glass Kit	712-0002	1	\$2,197.00									
	Cab Glass Kit	712-0003			1	\$1,595	1	\$1,595	1	\$1,595	1	\$1,595	
	Starting Motor	712-0629	2	\$572.22	2	\$589	2	\$589	2	\$589	2	\$589	
	Insulator	712-0963	8	\$2.72	8	\$3	8	\$3	8	\$3			
	Mounting Block	712-1353	1	\$82.92	1	\$83	1	\$83	1	\$83			
	Adapter/Pulse Axle Alternator	712-2513	1	\$189.97	1	\$190	1	\$190	1	\$190	1	\$190	
	Fuel Pump & Motor Assy	712-2586	1	\$300.71	1	\$305	1	\$305	1	\$305	1	\$305	
	Carbody Latches	712-2654	30	\$305.55	15	\$306	15	\$306	15	\$306	15	\$306	
	Water Separator	712-2787	1	\$32.95	1	\$33	1	\$33	1	\$33			
	Bell Ringer	712-3804	1	\$63.80	1	\$70	1	\$70	1	\$70			
	Shield Assy, Awning	712-4322	2	\$82.00	2	\$82	2	\$82	2	\$82	2	\$82	
	Hose Box	712-4623	2	\$184.44	2	\$184	2	\$184	4	\$369	2	\$184	
	Arm Rest	712-5621	2	\$76.80	2	\$77	2	\$77	2	\$77	2	\$77	
	Housing Assy, Track	712-5627	2	\$59.50	2	\$60	2	\$60	2	\$59	2	\$59	
	Air Compressor Single End	712-5994	1	\$4,888.02	1	\$4,923	1	\$4,923	1	\$4,923	1	\$4,923	
	Radiator Core - Double	712-6502	2	\$702.96	2	\$733	2	\$733	2	\$733	2	\$733	
	Baggage Air Filter	712-6650	2	\$59.68	2	\$60	2	\$60	2	\$60	2	\$60	
	Bell	712-6680	1	\$149.99	1	\$149	1	\$149	1	\$149			
	Radiator Core - Single	712-6892	2	\$298.19	2	\$1,640	2	\$1,640	2	\$1,640	2	\$1,641	
	Radiator Core - Single	712-6892	2	\$816.24									
	Radiator Cap #12	712-6967	1	\$12.88	1	\$13	1	\$13	1	\$13	1	\$13	
	Speed Rec./Indc. - Switch	712-7606	1	\$98.75	1	\$99	1	\$99	1	\$99	1	\$99	
	Window Sash	712-7694	2	\$1,144.98	2	\$1,102	4	\$2,230	2	\$1,102	2	\$1,115	
	Oil Cooler	712-7812	1	\$495.00	1	\$30	1	\$30	1	\$30	1	\$30	
	Door Latches	712-7882	2	\$170.94	2	\$171	2	\$171	2	\$171			
	Cover Assembly	712-7950			1	\$156	1	\$156	1	\$156	1	\$156	
	Cab Door	712-8057	1	\$1,975.00									
	Cab Door	712-8066	1	\$1,580.00									
	Sun Visors	715-7497	4	\$60.22	2	\$60	2	\$60	2	\$60			
	Switch Manifold	722-7087	1	\$931.99	1	\$932	1	\$932	1	\$932	1	\$932	
	Water Dump Valve	724-2840	1	\$408.63	1	\$426	1	\$426	1	\$426			
	Full Side Mirror	726-1109	1	\$65.00	2	\$130	2	\$130	2	\$130	2	\$130	
	Axle Generator	727-0341	1	\$385.00	1	\$385	1	\$385	1	\$385	1	\$385	
	Sp. Rec/Ind. - CMO Module (F	727-0682	1	\$247.90	1	\$246	1	\$246	1	\$245	1	\$245	
	Pulse Indicator Control	727-1533	1	\$825.00	1	\$820	1	\$816	1	\$814	1	\$814	
	Speed Indicator (Pulse 8")	727-4086	1	\$200.00	1	\$200	1	\$198	1	\$197	1	\$195	
	Sp Rec /Ind. - Recorder	727-4937	1	\$151.36	1	\$167	1	\$167	1	\$167			
	Harness Recorder Cable	727-5448	1	\$100.00	2	\$198	1	\$99	1	\$98	1	\$97	
	Harness Manifold Cable	727-5788	1	\$100.00	1	\$100	1	\$99	1	\$99	1	\$99	
	Harness Control Box Cable	727-6129	1	\$100.00	1	\$99	1	\$99	1	\$97	1	\$97	
	Cab Seat - Engr - Jagger	797-1555	1	\$629.75	0	\$0	0	\$0	0	\$0	0	\$0	
	Cab Seat - Crew - TBD	797-9991	2	\$200.00	0	\$0	0	\$0	0	\$0	0	\$0	
	Misc Material		1600	\$1,600.00	1	\$1,600	1	\$1,600	1	\$1,600	1	\$1,600	
TOTAL - CARBODY/EQUIPMENT					\$31,689		\$27,594		\$28,576		\$27,751		\$25,976

PG 2	DESCRIPTION	ITEM NO.	QTY	Estimate or Standard EXT AMOUNT	ACTUAL CHARGES INCURRED							
					SOO 1526, 8/3/93		SOO 1520, 8/17/93		SOO 1511, 8/20/93		SOO 1528, 8/27/93	
					Job 001-UP 1407	Job 002-UP 1408	Job 003-UP 1409	Job 005-UP 1411	QTY	EXT. AMT.	QTY	EXT. AMT.
MATERIAL												
AIR EQUIPMENT												
	MU Hoses	192-4884	8	\$59.20	8	\$59	8	\$59	8	\$59	8	\$59
	MU Hoses	192-5029	4	\$49.48	4	\$49	4	\$49	4	\$49	4	\$49
	T-I Air Kit (F Control Valve)	619-0026	1	\$734.23	1	\$734	1	\$734	1	\$734	1	\$734
	Glad Hands	619-1552	4	\$67.40	4	\$67	4	\$67	4	\$67	4	\$67
	Glad Hands	619-1609	8	\$114.00	8	\$114	8	\$114	8	\$114	8	\$114
	Angle Cock	619-7192	2	\$189.78	2	\$190	2	\$190	2	\$190	2	\$190
	Brake Pipe Hoses	619-7772	2	\$25.76	2	\$26	2	\$26	2	\$26	2	\$26
	Air Horn	701-1726	1	\$76.56	1	\$77	1	\$77	1	\$77	1	\$77
	Air Horn Cover	701-1735	1	\$14.94	1	\$15	1	\$15	1	\$15	1	\$15
	Horn Valve	712-4419	1	\$84.48	1	\$84	1	\$84	1	\$84	1	\$84
	Shutter Cylinder	712-5455	2	\$230.04	2	\$230	2	\$230	2	\$230	2	\$230
	Sander Mag Valve	712-6532	2	\$95.52	2	\$96	2	\$96	2	\$96	2	\$96
	Compressor Control Switch	712-8419	1	\$140.22	1	\$140	1	\$140	1	\$140	1	\$140
	Auto Drain Valve	724-1950	4	\$698.04	4	\$698	4	\$698	4	\$698	4	\$698
	Valve	724-2564			1	\$72						
	TOTAL - AIR EQUIPMENT			\$2,580		\$2,651		\$2,580		\$2,579		\$2,323
ELECTRICAL ROTATING												
	Temp Switch TA	090-6170	1	\$106.94	1	\$107	1	\$107	1	\$107	1	\$107
	Temp Switch TB	090-6178	1	\$107.11					1	\$20		
	Temp Switch ETS	090-6242	1	\$105.67	1	\$113	1	\$113	1	\$112		
	30 Ft 3/4" Rigid Conduit	094-1661	30	\$17.10	30	\$17	30	\$17	30	\$17	30	\$17
	Contact Kit	701-0266	1	\$1,885.84	1	\$1,886	1	\$1,886	1	\$1,886	1	\$1,886
	Module Kit - EP11, EL12	701-2105			1	\$200	1	\$200	1	\$200	1	\$200
	Main Alternator	705-1050	1	\$29,219.55	1	\$29,220	1	\$29,220	1	\$29,220	1	\$29,220
	Cooling Fan	712-4345	1	\$665.03	1	\$665	1	\$665	1	\$665	1	\$665
	Module Kit - GV11	712-6188			1	\$61	1	\$61	1	\$61	1	\$61
	Cooling Fan Fuses	712-6206	2	\$58.86	2	\$59	2	\$59	2	\$59	2	\$59
	Circuit Breaker	712-6419							1	\$21		
	Module - EP12	712-6945	1	\$81.00								
	Aux Gen Blower Assy	712-6973	1	\$1,602.20	1	\$1,610	1	\$1,610	1	\$1,610	1	\$1,610
	Module - GX12	712-7056	1	\$61.00								
	Controller	712-7059	1	\$510.00	1	\$510	1	\$510	1	\$510	1	\$510
	Module - FP10	712-7063	1	\$61.00								
	Module - EL12	712-7066	1	\$61.00								
	Module Kit - TH13	712-7119									1	\$60
	Module Kit - RC12	712-7219			1	\$60	1	\$60	1	\$60	1	\$60
	Module Kit - VR13	712-7702			1	\$60					1	\$60
	Module Kit - SE13	712-7731			1	\$57	1	\$57	1	\$57	1	\$57
	TOTAL - ELECTRICAL ROTATING			\$34,522		\$34,624		\$34,564		\$34,605		\$34,572
TRUCK WORK												
	Traction Motors	705-2610	4	\$13,200.00	4	\$13,200	4	\$13,200	4	\$13,200	4	\$13,200
	Locomotive Wheel Sets	705-3110	4	\$4,400.00	4	\$4,400	4	\$4,400	4	\$4,400	4	\$4,400
	Truck Frame Repair	705-7200	2	\$19,096.00	2	\$19,096	2	\$19,096	2	\$19,096	2	\$19,096
	Journal Boxes	712-0874	8	\$1,448.16	8	\$1,448	8	\$1,448	8	\$1,448	8	\$1,448
	TM Combo (gearcase, seals)	797-9992	4	\$2,631.60								
	TOTAL - TRUCK WORK			\$40,776		\$38,144		\$38,144		\$38,144		\$38,144

PG 3	DESCRIPTION	ITEM NO.	QTY	Estimate or Standard EXT AMOUNT	ACTUAL CHARGES INCURRED							
					SOO 1526, 8/3/93		SOO 1520, 8/17/93		SOO 1511, 8/20/93		SOO 1528, 8/27/93	
					Job 001	UP 1407	Job 002	UP 1408	Job 003	UP 1409	Job 005	UP 1411
				QTY	EXT. AMT.	QTY	EXT. AMT.	QTY	EXT. AMT.	QTY	EXT. AMT.	
MATERIAL												
ENGINE WORK												
	Air Filter Frame	140-3916			10	\$209						
	Hose Assembly	192-0097	2	\$132.22	2	\$144	2	\$144	2	\$144	2	\$144
	Rocker Arm Assy	701-5914	12	\$1,195.44	12	\$1,196	12	\$1,196	12	\$1,196	12	\$1,196
	Injector	712-0780	12	\$1,170.00	12	\$1,178	12	\$1,178	12	\$1,178	12	\$1,179
	Thrust Collar	712-1028	2	\$103.86	2	\$105	2	\$105	2	\$105	2	\$105
	Lube Oil Pump - Scavenger	712-1326	1	\$75.10	1	\$77	1	\$78	1	\$77	1	\$78
	Aux Drive Gasket	712-1702	1	\$17.17	2	\$35	2	\$36	2	\$36	1	\$18
	Gasket Kit - Swellex	712-1839			2	\$42	2	\$42	2	\$42	1	\$21
	Valve Bndge Assy	712-1857	24	\$616.08	24	\$779	24	\$779	24	\$792	24	\$792
	Gasket Kit - Swellex	712-1916									10	\$59
	Lube Oil Pump - Pressure	712-2043	1	\$60.79	1	\$61	1	\$61	1	\$61	1	\$61
	Con Rod Bearing - Lower	712-2383	6	\$536.04	6	\$536	6	\$536	6	\$535	6	\$536
	Gasket Kit - Swellex	712-3253									10	\$217
	Single Water Pump - R/H	712-3563	1	\$344.47	1	\$346	1	\$346	1	\$346	1	\$346
	Con Rod Bearing - Upper	712-5069	6	\$882.18	6	\$881	6	\$881	6	\$881	6	\$881
	Blower R/H	712-5403	1	\$897.17	1	\$884	1	\$884	2	\$1,768	2	\$1,764
	Blower L/H	712-5405	1	\$891.27	1	\$868	1	\$869	2	\$1,737	2	\$1,737
	Main Bearing Kit - Lower	712-6369	1	\$443.74	1	\$444	1	\$444	1	\$444	1	\$444
	Aux Drive Assy	712-6479	1	\$91.53	1	\$101	1	\$101	1	\$101	1	\$101
	Power Assy - Fork	712-6592	6	\$11,844.24	6	\$11,916	6	\$11,915	6	\$11,922	6	\$11,923
	Power Assy - Blade	712-6594	6	\$11,620.44	6	\$11,679	6	\$11,678	6	\$11,680	6	\$11,680
	Governor	712-6627	1	\$936.44								
	Gasket Kit - Swellex	712-6643			2	\$20	2	\$20	2	\$20	2	\$20
	Gasket Kit - Swellex	712-6644			2	\$15	2	\$15	2	\$15	2	\$15
	Governor	712-6788			1	\$884	1	\$883	1	\$889	1	\$893
	Lower Liner Insert	712-7201	12	\$423.00	12	\$414	12	\$414	12	\$414	12	\$414
	Delta P Engine Protector	712-7532	1	\$202.67	1	\$205	1	\$205	1	\$205	1	\$205
	Housing	712-7712			1	\$360	1	\$360	1	\$360	1	\$360
	Head Seat Ring	712-7983	12	\$352.44	12	\$352	12	\$352	12	\$352	12	\$352
	Gasket Kit - Swellex	712-8072			1	\$89	1	\$89	1	\$89	1	\$89
	Test Cock Seal	712-8755			12	\$25	12	\$25	12	\$25	12	\$25
	Test Cock Valve Assy	712-8756	12	\$606.36								
	Exhaust Manifold	729-1585	1	\$4,374.70	1	\$4,375	1	\$4,375	1	\$4,375	1	\$4,375
	Manifold Kit	729-2601	1	\$325.92	1	\$328	1	\$329	1	\$329	1	\$330
	TOTAL - ENGINE WORK			\$38,143		\$38,546		\$38,338		\$40,116		\$40,358
PAINT												
	Complete Paint		1	\$4,988.98	1	\$2,301	1	\$2,301	1	\$2,301	1	\$2,301
	TOTAL - PAINT			\$4,989		\$2,301		\$2,301		\$2,301		\$2,301
MODIFICATIONS												
	Fuel Tank Enlargement (NLR)		1	\$7,361.94	1	\$711	1	\$711	1	\$711	1	\$711
	Snyder Fuel Drilling (050)		1	\$15.00	1	\$0	1	\$0	1	\$0	1	\$0
	Snyder Fuel Adapter (092)		1	\$0.00	1	\$399	1	\$399	1	\$399	1	\$399
	Wintenzation (008A, 009A)		1	\$60.00	0	\$0	0	\$0	0	\$0	0	\$0
	Radio Bracket (009)		1	\$48.00	1	\$18	1	\$18	1	\$18	1	\$18
	Mirrors (005))		1	\$0.00	1	\$131	1	\$131	1	\$131	1	\$131
	Knuckle Bracket (016)		1	\$0.00	1	\$117	1	\$117	1	\$117	1	\$117
	Break Away Chains (037)		1	\$0.00	1	\$2	1	\$2	1	\$2	1	\$2
	Install 8Track Recorder (093A)		1	\$0.00	1	\$4,820	0	\$4,820	1	\$4,820	1	\$4,820
	Sand Box (NLR)		1	\$200.00	1	\$200	1	\$200	1	\$200	1	\$200
	Rmv Flash Warn. Light (NLR)		1	\$50.00	1	\$50	1	\$50	1	\$50	1	\$50
	Mixer/DMider Wtr Dump (049)		1	\$890.00	1	\$560	1	\$560	1	\$560	1	\$560
	AEI Tags (NLR)		1	\$67.00	1	\$67	1	\$67	1	\$67	1	\$67
	BattBox Drop Hinge Dr. (NLR)		1	\$500.00	1	\$500	1	\$500	1	\$500	1	\$500
	Rmv Deadman Bail Lvr (NLR)		1	\$50.00	1	\$50	1	\$50	1	\$50	1	\$50
	Cab Door Grab Irons (036A)		1	\$187.00	1	\$71	1	\$71	1	\$71	1	\$71
	Blue Flag (NLR)		1	\$100.00	1	\$100	1	\$100	1	\$100	1	\$100
	Electric Cabinet Door (042)		1	\$690.00	1	\$330	1	\$330	1	\$330	1	\$330
	ATCS MCP (053A)	070-1450	1	\$6,000.00	1	\$5,629	1	\$5,629	1	\$5,676	1	\$5,676
	ATCS Wire Harness (053A)	070-8040	1	\$3,700.00	1	\$3,700	1	\$3,700	1	\$3,700	1	\$3,700
	ATCS OBT Bracket (053A)	070-8200	1	\$500.00	1	\$633	1	\$633	1	\$633	1	\$633
	ATCS OBT (053A)	070-8255	1	\$12,500.00	1	\$12,000	1	\$12,000	1	\$12,000	1	\$12,000
	Decal (Mod 090)	197-1700	1	\$8.00	1	\$1	1	\$1	1	\$1	1	\$1
	Retention Tank (013)	701-5475	1	\$1,750.00	1	\$1,710	1	\$1,710	1	\$1,710	1	\$1,710
	TOTAL - MODIFICATIONS			\$34,677		\$31,799		\$31,799		\$31,846		\$31,846
DIRECT MATERIAL				\$187,375	\$175,659	\$176,302	\$177,342	\$175,520				

PG 4	DESCRIPTION	Estimate or Standard	ACTUAL CHARGES INCURRED								
			SOO 1526, 8/3/93		SOO 1520, 8/17/93		SOO 1511, 8/20/93		SOO 1528, 8/27/93		
			Job 001-UP 1407	Job 002-UP 1408	Job 003-UP 1409	Job 005-UP 1411					
HRS	EXT AMOUNT	QTY	EXT. AMT.	QTY	EXT. AMT.	QTY	EXT. AMT.	QTY	EXT. AMT.		
	LABOR										
	LABOR ESTIMATE	1100									
	LABOR REPORTED										
	WORK ORDER 91436			755		657		501		566	
	MOD LABOR (003) Trust Stencil			1		1		1		1	
	MOD LABOR (005) Mirrors			4		4		4		4	
	MOD LABOR (008A) Wintenzabor			1		1		1		1	
	MOD LABOR (009) Radio Wirng			1		1		1		1	
	MOD LABOR (009A) Wintenzabor			1		1		1		1	
	MOD LABOR (013) Retn Tank			30		30		30		30	
	MOD LABOR (016) Knuckle Bracket			3.5		3.5		3.5		3.5	
	MOD LABOR (036A) Grab Irons			2.5		2.5		2.5		2.5	
	MOD LABOR (037) Break Away Chains			0.5		0.5		0.5		0.5	
	MOD LABOR (042) Elec Cab Doors			12		12		12		12	
	MOD LABOR (049) Mixer/Dmder			11		11		11		11	
	MOD LABOR (050) Snyder Drilling			1.5		1.5		1.5		1.5	
	MOD LABOR (053) ATCS			10		10		10		10	
	MOD LABOR (090) Decals			0.3		0.3		0.3		0.3	
	MOD LABOR (092) Snyder Adapter			1		1		1		1	
	MOD LABOR (093A) Pulse Recorder			32		32		32		32	
	INCR FUEL TANK TO 1700 GL CAPACITY			193		193		193		193	
	LABOR TO PAINT			88		88		88		88	
	DIRECT LABOR & FRINGES	1100	\$28,875	1148	\$30,143	1050	\$27,570	894	\$23,475	959	\$25,182
SUMMARY				SOO 1526/UP1407	SOO 1520/UP1408	SOO 1511/UP1409	SOO 1528/UP1411				
DIRECT MATERIAL											
	CARBODY/EQUIPMENT		\$31,689		\$27,594		\$28,576		\$27,751		\$25,976
	AIR EQUIPMENT		\$2,580		\$2,651		\$2,580		\$2,579		\$2,323
	ELECTRICAL ROTATING		\$34,522		\$34,624		\$34,564		\$34,605		\$34,572
	TRUCK WORK		\$40,778		\$38,144		\$38,144		\$38,144		\$38,144
	ENGINE WORK		\$38,143		\$38,546		\$38,338		\$40,116		\$40,358
	PAINT		\$4,989		\$2,301		\$2,301		\$2,301		\$2,301
	MODIFICATIONS		\$34,677		\$31,799		\$31,799		\$31,846		\$31,846
	DIRECT MATERIAL		\$187,375		\$175,659		\$176,302		\$177,342		\$175,520
	DIRECT LABOR & FRINGES		\$28,875		\$30,143		\$27,570		\$23,475		\$25,182
	SUB-TOTAL - DIRECT MATL & LABOR		\$216,250		\$205,802		\$203,872		\$200,817		\$200,701
	ADDITIVES - MATERIAL & LABOR		\$52,563		\$52,479		\$49,877		\$45,736		\$47,294
	GRAND TOTAL - MATERIAL & LABOR		\$268,813		\$258,282		\$253,749		\$246,553		\$247,996
				SOO 1526/UP1407	SOO 1520/UP1408	SOO 1511/UP1409	SOO 1528/UP1411				

UNION PACIFIC RAILROAD COMPANY



9/28/93
afgfx

Gail Ofgant
American Finance Group
Exchange Place, 14th Floor
Boston, MA 02109

Dear Gail:

Per your request, following are the dates we turned the rebuilt MP15AC locomotives over to our Operating Department following completion of work at our North Little Rock Shop:

SOO 1526	UP 1407	August 3, 1993
SOO 1520	UP 1408	August 18, 1993
SOO 1511	UP 1409	August 21, 1993
SOO 1528	UP 1411	August 27, 1993

If you have any questions, please call me at (402) 271-5314.

Sincerely,
Mark J. Gallagher
Mark J. Gallagher

UNION PACIFIC RAILROAD COMPANY
CASUALTY VALUES
RENTAL SCHEDULE AND ACCEPTANCE CERTIFICATE NO. 1-A
(Stated as a Percentage of Equipment Cost)

AFTER PRIMARY TERM PAYMENT NO.	CASUALTY VALUE
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Prior to 1	100.0000000
1	99.2133724
2	98.3975229
3	97.5474460
4	96.6617970
5	95.6923077
6	94.7781459
7	93.7771896
8	92.7347490
9	91.0769231
10	90.6923077
11	90.3076923
12	89.9230769
13	89.5384615
14	88.2592592
15	86.9800569
16	85.7008547
17	84.4216524
18	83.1424501
19	81.8632478
20	80.5840456
21	79.3048433
22	78.0256410
23	76.7464387
24	75.4672364
25	74.1880342
26	72.9088319
27	71.6296296
28	70.3504273
29	69.0712251
30	67.7920228
31	66.5128205
32	65.2336182
33	63.9544159
34	62.6752137
35	61.3960114
36	60.1168091
37	58.8376068
38	57.5584046
39	56.2792023
40	55.0000000

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Rental Schedule and Acceptance Certificate No. 1-A, dated a of May 1, 1993, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
October 22, 1993