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RECORDATION NO. 16020 A (212) 474-1820
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MAY 6 1996 - 11 25 AM

May 2, 1996

INTERSTATE COMMERCE COMMISSION

Dear Mr. Secretary:

In accordance with 49 U.S.C. §11301, we submit herewith for recording with the Surface Transportation Board original counterparts of the document described below.

This document is a Memorandum of Equipment Trust Agreement, a "secondary document", dated as of April 15, 1996.

This primary document to which this is related is the Equipment Trust Agreement, dated as of November 1, 1988, recorded with the Interstate Commerce Commission on November 9, 1988, and assigned recordation number 16020.

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

TRUSTEE,
LESSOR Citibank, N.A.
 120 Wall Street
 New York, New York 10005

RAILROAD,
LESSEE Union Pacific Railroad Company
 Eighth and Eaton Avenues
 Bethlehem, Pennsylvania 18018

The equipment covered by the document is listed in Schedule A hereto, and bears the reporting marks and road numbers of Union Pacific Railroad Company and its affiliates listed therein.

The recordation fee of \$21.00 is enclosed. After recordation, please return the counterparts not needed by

the Board, stamped with the recordation data, to the undersigned at the above address.

A short summary of the document for use in the index follows:

Memorandum of Equipment Trust Agreement dated as of April 15, 1996, between Citibank, N.A., as trustee, as lessor, and Union Pacific Railroad Company, as lessee, covering 95 diesel-electric locomotives.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



Michael Rice

Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

Encl.

SCHEDULE A
(Equipment Trust Agreement dated as of November 1, 1988)

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
95	General Electric model Dash 8-40C 4000 hp. diesel- electric locomotives		9250-9269, inclusive 9275-9349, inclusive

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INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF EQUIPMENT TRUST AGREEMENT dated as of April 15, 1996, between CITIBANK, N.A., a national banking association (hereinafter called the **Trustee**), and UNION PACIFIC RAILROAD COMPANY, a Utah corporation (hereinafter called the **Railroad**).

WHEREAS the Trustee and the Railroad have entered into that certain Equipment Trust Agreement dated as of November 1, 1988 (hereinafter called the **Agreement**), covering the railroad equipment listed in Schedule A hereto, bearing the reporting marks and road numbers of Union Pacific Railroad Company shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor; and

WHEREAS the Agreement has been recorded with the Interstate Commerce Commission pursuant to then section 11303 of Title 49 of the United States Code on November 9, 1988, and assigned recordation number 16020.

NOW THEREFORE, the parties hereto wish to record this memorandum pursuant to section 11301 of Title 49 of the United States Code, as amended by the ICC Termination Act of 1995, to afford the parties hereto the benefits of said section 11301 with respect to the Agreement and the equipment covered thereby.

IN WITNESS WHEREOF, the parties hereto have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

CITIBANK, N.A.

by 
Vice President

UNION PACIFIC RAILROAD COMPANY

by 
Assistant Treasurer

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 26th day of April, 1996, before me personally appeared E. DEFELICE, to me personally known, who, by me being duly sworn, says that he is Vice President of CITIBANK, N.A., and that the foregoing instrument was signed on behalf of said bank 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 bank.

Jeffrey Berger
Notary Public

My commission expires

JEFFRY BERGER
Notary Public, State of New York
No. 01BE5015814
Qualified in Kings County
Commission Expires July 26, 1997

COMMONWEALTH OF PENNSYLVANIA)
) SS.:
COUNTY OF LEHIGH)

On this 25th day of April, 1996, before me personally appeared John B. Larsen, to me personally known, who, by me being duly sworn, says that he is an Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that the foregoing instrument was signed 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.

Valerie A. Madea
Notary Public

My commission expires 10/10/98

Notarial Seal
Valerie A. Madea, Notary Public
Allen Twp., Northampton County
My Commission Expires Oct. 10, 1998
Member, Pennsylvania Association of Notaries



SCHEDULE A
(Equipment Trust Agreement dated as of November 1, 1988)

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
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