

CHAPMAN AND CUTLER (f) Pursuant to the

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Theodore S. Chapman
1877-1943
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2 North Central Avenue
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50 South Main Street
Salt Lake City, Utah 84144
(801) 533-0066

March 26, 1997

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

Re: Union Pacific Railroad Company
Leveraged Lease Locomotive Financing
UPRR 1997-B

RECEIVED
SURFACE TRANSPORTATION
BOARD
MAR 25 2 10 PM '97

Dear Mr. Williams:

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

The enclosed document is as follows:

Memorandum of Lessor Security Agreement (UPRR 1997-B), dated March 26, 1997, between ORIX Pluto Corporation, as lessor (the "Lessor"), and Union Pacific Railroad Company, as lessee (the "Lessee").

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

Lessee: Union Pacific Railroad Company
Eighth & Eaton Avenues
Martin Tower
Bethlehem, Pennsylvania 18018

Lessor: ORIX Pluto Corporation
c/o ORIX Pluto Corporation
4-1, Hamamatsucho 2-chome
Minato-ku, Tokyo
Japan

The underlying Lessor Security Agreement provides, *inter alia*, for the granting of a junior security interest in certain Locomotives (the "Equipment") in favor of the Lessee.

The description of the Equipment covered as of the date hereof by the aforesaid Memorandum of Lessor Security Agreement is as set forth on Exhibit A hereto.

A fee of twenty-two dollars (\$22.00) is enclosed. Please time and date stamp the enclosed copies of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Countersigned by Beth J. Moore

CHAPMAN AND CUTLER

Karl T. Williams, Esq.
Chapman and Cutler
111 West Monroe
Chicago, Illinois 60603

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

MEMORANDUM OF LESSOR SECURITY AGREEMENT:

Memorandum of Lessor Security Agreement (UPRR 1997-B) between ORIX Pluto Corporation, as Lessor, c/o ORIX Pluto Corporation, 4-1, Hamamatsucho 2-chome, Minato-ku, Tokyo, Japan, and Union Pacific Railroad Company, as Lessee, Eighth & Eaton Avenues, Martin Tower, Bethlehem, Pennsylvania 18018, dated March 26, 1997, covering certain diesel electric locomotives bearing the road numbers listed in the exhibit attached thereto.

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
Enclosure

Law Offices of
CHAPMAN AND CUTLER

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric AC 4400 CW Diesel Electric Locomotives	20	6550 through 6569, inclusive
General Motors Corporation (Electro-Motive Division) Model SD-90 MAC Diesel Electric Locomotives	19	8089, 8091, 8093, 8095, 8097 through 8111, inclusive

RECORDATION No. 20598-E

**MEMORANDUM OF LESSOR SECURITY AGREEMENT
(UPRR 1997-B)**

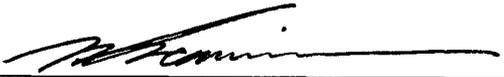
Memorandum of Lessor Security Agreement, made and entered into on March 26, 1997 by and between ORIX Pluto Corporation, a Japanese corporation ("*Lessor*"), and Union Pacific Railroad Company, a Utah corporation ("*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Lessor Security Agreement (UPRR 1997-B), dated March 7, 1997, whereby the Lessor has granted to the Lessee a security interest in certain 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.

ORIX PLUTO CORPORATION

By 
Name: Noboru Kawai
Title: Attorney-in-Fact

Executed on this 19th day of March, 1997.

UNION PACIFIC RAILROAD COMPANY

By _____
Name: John B Larsen
Title: Assistant Treasurer

Executed on this 17th day of March, 1997.

RECEIVED
SURFACE TRANSPORTATION
BOARD
MAR 28 2 10 PM '97

**MEMORANDUM OF LESSOR SECURITY AGREEMENT
(UPRR 1997-B)**

Memorandum of Lessor Security Agreement, made and entered into on March 26, 1997 by and between ORIX Pluto Corporation, a Japanese corporation ("*Lessor*"), and Union Pacific Railroad Company, a Utah corporation ("*Lessee*").

WITNESSETH:

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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

ORIX PLUTO CORPORATION

By _____
Name:
Title: Director

Executed on this ____ day of March, 1997.

UNION PACIFIC RAILROAD COMPANY

By 
Name: John B. Larsen
Title: Assistant Treasurer

Executed on this 17th day of March, 1997.

STATE OF _____)
)
COUNTY OF _____) SS.:

On this, the _____ day of March, 1997, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that he is the Director of ORIX PLUTO CORPORATION, that said instrument was signed on March __, 1997 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.

Name:
Notary Public
My Commission Expires:
Residing in _____

COMMONWEALTH OF PENNSYLVANIA)
)
COUNTY OF LEHIGH) SS.

On this, the 17th day of March, 1997, 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 March 17, 1997 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.



Valerie A. Madea
Name:
Notary Public
My Commission Expires:
Residing in Pennsylvania

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

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