

Law Offices of

CHAPMAN AND CUTLER

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July 26, 2001

RECORDATION NO. 23574 FILED

JUL 26 '01 10-52 AM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

Re: Union Pacific Railroad Company  
Leveraged Lease Financing  
UPRR 2001-A

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 Memorandum of Lease Agreement (UPRR 2001-A), dated as of July 27, 2001, between Wilmington Trust Company, as lessor (the "Lessor"), and Union Pacific Railroad Company, as lessee (the "Lessee"), a primary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

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

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

Lessor: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001  
Attention: Corporate Trust Administration

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Agreement consists of 44 General Electric Company AC4400CW Diesel Electric Locomotives bearing the reporting marks UPRR 5700 through UPRR 5710, inclusive; UPRR 5712; UPRR 5713; UPRR 5723 through UPRR 5725, inclusive; UPRR 5727 through UPRR 5729, inclusive; UPRR 5732 through UPRR 5734, inclusive; 5737; UPRR 5738; UPRR 5743 through UPRR 5746, inclusive; UPRR 5749 through UPRR 5752, inclusive; UPRR 5754 through UPRR 5760, inclusive; UPRR 5762 through UPRR 5765, inclusive; UPRR 5767; and 17 General Electric Company AC6000CW Diesel Electric Locomotives bearing the reporting marks UPRR 7563 through UPRR 7579, inclusive; all as specifically described in Exhibit A attached hereto.

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

Memorandum of Lease Agreement (UPRR 2001-A) between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, as Lessor and Union Pacific Railroad Company, as Lessee.

A fee of twenty-eight dollars (\$28.00) is enclosed. Please time and date stamp the enclosed copy 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:

Robert Alvord  
Alvord and Alvord  
1600 K Street, N.W.  
Suite 200  
Washington, D.C 20006-2973

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/tad  
Enclosures

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric Company AC4400CW Diesel Electric Locomotives	44	UPRR 5700 through UPRR 5710, inclusive; UPRR 5712; UPRR 5713; UPRR 5723 through UPRR 5725, inclusive; UPRR 5727 through UPRR 5729, inclusive; UPRR 5732 through UPRR 5734, inclusive; UPRR 5737; UPRR 5738; UPRR 5743 through UPRR 5746, inclusive; UPRR 5749 through UPRR 5752, inclusive; UPRR 5754 through UPRR 5760, inclusive; UPRR 5762 through UPRR 5765, inclusive; UPRR 5767
General Electric Company AC6000CW Diesel Electric Locomotives	17	UPRR 7563 through UPRR 7579, inclusive

RECORDATION NO. 23574 FILED

JUL 26 '01 10-52 AM

**MEMORANDUM OF LEASE AGREEMENT  
(UPRR 2001-A)**

**SURFACE TRANSPORTATION BOARD**

Memorandum of Lease Agreement, made and entered into as of July 27, 2001, by and between Wilmington Trust Company, as Owner Trustee, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*"), and Union Pacific Railroad Company, a Delaware corporation, as Lessee ("*Lessee*").

**WITNESSETH:**

The undersigned have entered into that certain Lease Agreement (UPRR 2001-A), dated as of July 1, 2001 (the "*Lease Agreement*"), whereby Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

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.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By \_\_\_\_\_  
Name: **JAMES P. LAWLER**  
Title: **Vice President**

Executed on this 23<sup>rd</sup> day of July, 2001.

UNION PACIFIC RAILROAD COMPANY

By \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Executed on this \_\_\_\_ day of July, 2001.

**MEMORANDUM OF LEASE AGREEMENT  
(UPRR 2001-A)**

Memorandum of Lease Agreement, made and entered into as of July 27, 2001, by and between Wilmington Trust Company, as Owner Trustee, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*"), and Union Pacific Railroad Company, a Delaware corporation, as Lessee ("*Lessee*").

**WITNESSETH:**

The undersigned have entered into that certain Lease Agreement (UPRR 2001-A), dated as of July 1, 2001 (the "*Lease Agreement*"), whereby Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

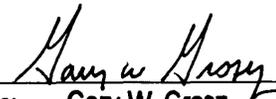
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its  
individual capacity, but solely as Owner  
Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of July, 2001.

UNION PACIFIC RAILROAD COMPANY

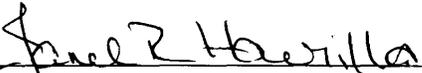
By   
Name: Gary W. Grosz  
Title: Assistant Treasurer

Executed on this 23<sup>rd</sup> day of July, 2001.

STATE OF Delaware )  
 ) SS:  
COUNTY OF New Castle )

On this, the 23<sup>rd</sup> day of July, 2001, before me, a Notary Public in and for said County and State, personally appeared James P. Lawler, who being by me duly sworn, says that (s)he is the Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on July 23, 2001 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: JANEL R. HAVRILLA  
Notary Public **NOTARY PUBLIC-DELAWARE**  
My Commission Expires Feb. 2, 2005  
Residing in Wilmington, DE

(SEAL)

STATE OF NEBRASKA )  
 ) SS:  
COUNTY OF DOUGLAS )

On this, the \_\_\_ day of July, 2001, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on July \_\_, 2001, 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 \_\_\_\_\_

(SEAL)

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of July, 2001, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WILMINGTON TRUST COMPANY, that said instrument was signed on July \_\_, 2001 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 \_\_\_\_\_

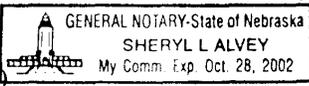
(SEAL)

STATE OF NEBRASKA )  
 ) SS:  
COUNTY OF DOUGLAS )

On this, the 23<sup>rd</sup> day of July, 2001, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on July 23 2001, 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.

Sheryl L. Alvey  
Name:  
Notary Public  
My Commission Expires:  
Residing in Omaha, Ne

(SEAL) 

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric Company AC4400CW Diesel Electric Locomotives	44	UPRR 5700 through UPRR 5710, inclusive; UPRR 5712; UPRR 5713; UPRR 5723 through UPRR 5725, inclusive; UPRR 5727 through UPRR 5729, inclusive; UPRR 5732 through UPRR 5734, inclusive; UPRR 5737; UPRR 5738; UPRR 5743 through UPRR 5746, inclusive; UPRR 5749 through UPRR 5752, inclusive; UPRR 5754 through UPRR 5760, inclusive; UPRR 5762 through UPRR 5765, inclusive; UPRR 5767
General Electric Company AC6000CW Diesel Electric Locomotives	17	UPRR 7563 through UPRR 7579, inclusive