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OF COUNSEL
URBAN A. LESTER

August 28, 2001

RECORDATION NO. 23627 FILED

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

AUG 29 '01 10-08 AM
Ts
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Lease Supplement, dated as of August 27, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

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

Lessor: Electro-Motive Division,
General Motors Corporation
9301 W. 55th Street
La Grange, IL 60525

A description of the railroad equipment covered by the enclosed document is:

10 SD40-2 locomotives UP 4766 - UP 4775

Mr. Vernon A. Williams
August 28, 2001
Page Two

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

Memorandum of Lease Supplement

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 23627 FILED

AUG 29 '01 10-08 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE SUPPLEMENT

dated as of August 27, 2001

between

ELECTRO-MOTIVE DIVISION,
GENERAL MOTORS CORPORATION
as Lessor

and

UNION PACIFIC RAILROAD COMPANY
as Lessee

MEMORANDUM OF LEASE SUPPLEMENT

THIS MEMORANDUM OF LEASE SUPPLEMENT is made and entered into as of August 27, 2001, by and between ELECTRO-MOTIVE DIVISION, GENERAL MOTORS CORPORATION ("Lessor") and UNION PACIFIC RAILROAD COMPANY ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, those certain locomotives bearing road numbers as listed on *Attachment 1* attached hereto.

All of such locomotives are more fully described in Supplement No. 12, to the Locomotive Master Operating Lease Agreement dated as of December 6, 1996 between Locomotive Leasing Partners, L.L.C. ("LLP") and Lessee, incorporating the terms thereof, dated as of September 14, 1999 (together with all of the riders, schedules and other attachments thereto, collectively, the "Supplement") between Lessor and Lessee, assigned by LLP to, and assumed by, Lessor pursuant to an Assignment and Assumption Agreement dated as of August __, 2001.

2. The Supplement, as assigned and assumed, shall be effective as of the date hereof and shall be subject to the term specified in the Supplement, and any extension of such term to the extent provided for in the Supplement.

This Memorandum of Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Supplement.

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RECORDATION NO. 23627 FILED

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Supplement to be executed as of the date first above written.

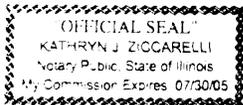
ELECTRO-MOTIVE DIVISION,
GENERAL MOTORS CORPORATION

By: 
Name: _____
Title: _____

**Keith A. McCaless
Treasurer
Electro-Motive Division
General Motors Corporation**

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 22nd day of August 2001, before me appeared Keith A. McCaless
_____, the person who signed this instrument, who acknowledged that (s)he is a
Treasurer of ELECTRO-MOTIVE DIVISION, GENERAL MOTORS
CORPORATION, and that, being duly authorized, (s)he signed such instrument as a free act on
behalf of said corporation.

[Seal] 


Notary Public

My commission expires:
July 30, 2005

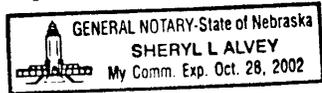
UNION PACIFIC RAILROAD COMPANY

By: *David L. Beighley*
Name: David L. Beighley
Title: Sr Mgr Purch-Leases

STATE OF NEBRASKA)
COUNTY OF DOUGLAS) ss.

On this 24th day of August 2001, before me appeared David L. Beighley, the person who signed this instrument, who acknowledged that (s)he is a Sr. Mgr. Purch-Leases of UNION PACIFIC RAILROAD COMPANY, and that, being duly authorized, (s)he signed such instrument as a free act on behalf of said corporation.

[Seal]



Sheryl L. Alvey
Notary Public

My commission expires:

Oct 28, 2002

*Attachment 1
to Memorandum of Lease Supplement*

DESCRIPTION OF LOCOMOTIVES

Ten (10) SD40-2 locomotives bearing the following road marks and numbers:

UP 4766
UP 4767
UP 4768
UP 4769
UP 4770
UP 4771
UP 4772
UP 4773
UP 4774
UP 4775