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OF COUNSEL
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October 30, 2002

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

RECORDATION NO. 23627-B FILED
OCT 30 '02 12-40 PM
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Supplement, dated as of September 27, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 23627.

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

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

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

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

10 SD40-2 locomotives have had road numbers changed FROM UP 4766 - UP 4775 TO UP 2816 - UP 2825.

Mr. Vernon A. Williams
October 30, 2002
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 \$30.00 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,



Robert W. Alvord

RWA/anr
Enclosures

RECORDATION NO. 23627-B FILED

OCT 30 '02 12:40 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE SUPPLEMENT

dated as of September 27, 2002

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 September 27, 2002, 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. 15, 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 June 24, 2002 (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 June 18, 2002.

2. The Supplement, as assigned and assumed, shall be effective as of the date thereof 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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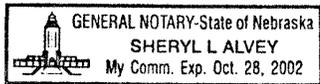
UNION PACIFIC RAILROAD COMPANY

By: *Karen A. Watson*
Name: Karen A. Watson
Title: Director Purchasing - Leasing

STATE OF NEBRASKA)
)
) ss.
COUNTY OF DOUGLAS)

On this 14th day of October 2002, before me appeared Karen A. Watson, the person who signed this instrument, who acknowledged that (s)he is a Director Purchasing – Leasing 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 2816 (formerly UP 4766)
UP 2817 (formerly UP 4767)
UP 2818 (formerly UP 4768)
UP 2819 (formerly UP 4769)
UP 2820 (formerly UP 4770)
UP 2821 (formerly UP 4771)
UP 2822 (formerly UP 4772)
UP 2823 (formerly UP 4773)
UP 2824 (formerly UP 4774)
UP 2825 (formerly UP 4775)