

[REDACTED]

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588



RECORDATION NO. 22951-C FILED

VIA UPS 2nd DAY AIR

JAN 13 '05

4-47 PM

January 6, 2005

SURFACE TRANSPORTATION BOARD

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated November 15, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22951.

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

Lessor:	First Union Rail Corporation	Lessee:	Union Pacific Railroad
	One O'Hare Center		1416 Dodge Street
	6250 River Road, Suite 5000		Omaha, NE 68179
	Rosemont, IL 60018		

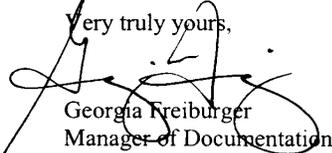
A description of the railroad equipment covered by the enclosed document is forty-seven (47) GP-50 Locomotives. (see Exhibit A for locomotive numbers).

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

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures

(UP123)

ASSGN. NO.: UP123

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 15th day of November, 2004, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Union Pacific Railroad Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Locomotive Master Operating Lease Agreement dated as of December 6, 1996 (the "Lease") between Lessor and Lessee, whereby Lessor has agreed to lease to Lessee certain locomotives pursuant to Supplement No. 14 to the Lease (the "Supplement"), as described in more particular on Exhibit A attached hereto, effective as of January 1, 2005 and subject to the terms, conditions and provisions of the above-mentioned Lease and Supplement.

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

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: **RICHARD F. SEYMOUR**
Vice President Sales & Marketing

By: K.A. Dombrowski

Name: K.A. Dombrowski

Title: _____

Title: DIRECTOR OF DOCUMENTATION Executed on this 15th day of November, 2004.

[CORPORATE SEAL]

RECORDATION NO. 22951-C FILED

JAN 13 '05 4-47 PM

STATE OF ILLINOIS

COUNTY OF COOK

SURFACE TRANSPORTATION BOARD

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15th day of November, 2004.

Susan Grokulsky
Notary Public

My Commission Expires:

8-14-2008
(Notary Public)



LESSEE:

UNION PACIFIC RAILROAD COMPANY

By: Karen A. Watson

Name: Karen A. Watson

Title: General Director-
Mechanical Purchasing

ATTEST:

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, 2004.

[CORPORATE SEAL]

STATE OF NEBRASKA

COUNTY OF DOUGLAS

I, Deborah L. Vornbrock, a Notary Public of the County and State aforesaid, certify that Karen A. Watson personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this _____ day of _____, 2004.



Deborah L. Vornbrock
Notary Public

Commission Expires:

1-15-08
(Notary Public)

**EXHIBIT A TO
MEMORANDUM OF LEASE**

Forty-seven (47) GP-50 Locomotives

1	FURX	2900	25	FURX	2925
2	FURX	2902	26	FURX	2926
3	FURX	2903	27	FURX	2927
4	FURX	2904	28	FURX	2929
5	FURX	2905	29	FURX	2930
6	FURX	2906	30	FURX	2931
7	FURX	2907	31	FURX	2932
8	FURX	2908	32	FURX	2933
9	FURX	2909	33	FURX	2934
10	FURX	2910	34	FURX	2935
11	FURX	2911	35	FURX	2936
12	FURX	2912	36	FURX	2937
13	FURX	2913	37	FURX	2938
14	FURX	2914	38	FURX	2939
15	FURX	2915	39	FURX	2940
16	FURX	2916	40	FURX	2941
17	FURX	2917	41	FURX	2942
18	FURX	2918	42	FURX	2943
19	FURX	2919	43	FURX	2944
20	FURX	2920	44	FURX	2945
21	FURX	2921	45	FURX	2947
22	FURX	2922	46	FURX	2948
23	FURX	2923	47	FURX	2949
24	FURX	2924			