

RECORDATION NO. 26272 FILED

MAR 30 '06 4-09 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

March 30, 2006

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

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, dated as of March 27, 2006, 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:

| | |
|---------|--|
| Lessor: | General Electric Railcar Services Corporation 161 North Clark Street Chicago, Illinois 60601 |
| Lessee: | Union Pacific Railroad Company 1400 Douglas Street Omaha Nebraska 68179-1580 |

Mr. Vernon A. Williams
March 30, 2006
Page 2

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

118 gravity hopper cars within the series RVPR 1500 - RVPR 1641 as more particularly set forth in the equipment schedule attached to the document.

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

Memorandum of Lease.

Also enclosed is a check in the amount of \$33.00 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/anm
Enclosures

MAR 30 '06 4-09 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

1. Pursuant to the Lease Agreement identified below, General Electric Railcar Services Corporation, a Delaware corporation ("Lessor"), as lessor, has leased to Union Pacific Railroad Company, a Utah corporation ("Lessee"), as lessee, the railroad cars identified on the exhibit attached hereto and entitled "Description of Railcars" (the "Cars"). Said lease of the Cars is referred to hereinafter as the "Lease." "Lease Agreement" means that certain Rider No. 76 to Car Lease Agreement No. 8812-83-00, dated November 23, 2005, between Lessor, as lessor, and Lessee, as lessee (executed on behalf of Lessee on November 30, 2005 and on behalf of Lessor on December 12, 2005), which incorporates by reference that certain Car Leasing Agreement No. 8812-83, dated as of October 14, 1986, between Lessor, as lessor, and Lessee, as lessee.

2. The addresses of the parties are as follows:

General Electric Railcar Services Corporation (Lessor)
161 North Clark Street
Chicago, IL 60601

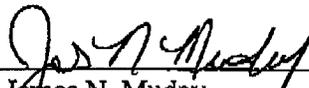
Union Pacific Railroad Company (Lessee)
1400 Douglas
Omaha, NE 68179

3. The terms and provisions of the Lease are more particularly set forth in the Lease Agreement.

[Execution on next page; remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of March 27, 2006.

GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION

By: 
Name: James N. Muday
Title: Vice President

State of ILLINOIS
County of COOK

On March 27, 2006, before me personally appeared James N. Muday, to me personally known, who being by me duly sworn says that he is Vice President of General Electric Railcar Services Corporation and that, as such officer, being duly authorized to do so, he executed the foregoing instrument on behalf of said corporation.


Notary Public, Jeanne A. Nelson
My commission expires: February 20, 2010

[NOTARIAL SEAL]



Description of Railcars

| <u>Unit Count</u> | <u>Lessee</u> | <u>AAR</u> | |
|-------------------|--------------------------------|-----------------------|------|
| | | <u>Reporting Mark</u> | |
| 1 | Union Pacific Railroad Company | RVPR | 1500 |
| 2 | Union Pacific Railroad Company | RVPR | 1501 |
| 3 | Union Pacific Railroad Company | RVPR | 1504 |
| 4 | Union Pacific Railroad Company | RVPR | 1508 |
| 5 | Union Pacific Railroad Company | RVPR | 1509 |
| 6 | Union Pacific Railroad Company | RVPR | 1510 |
| 7 | Union Pacific Railroad Company | RVPR | 1511 |
| 8 | Union Pacific Railroad Company | RVPR | 1512 |
| 9 | Union Pacific Railroad Company | RVPR | 1513 |
| 10 | Union Pacific Railroad Company | RVPR | 1514 |
| 11 | Union Pacific Railroad Company | RVPR | 1515 |
| 12 | Union Pacific Railroad Company | RVPR | 1516 |
| 13 | Union Pacific Railroad Company | RVPR | 1517 |
| 14 | Union Pacific Railroad Company | RVPR | 1518 |
| 15 | Union Pacific Railroad Company | RVPR | 1519 |
| 16 | Union Pacific Railroad Company | RVPR | 1520 |
| 17 | Union Pacific Railroad Company | RVPR | 1521 |
| 18 | Union Pacific Railroad Company | RVPR | 1522 |
| 19 | Union Pacific Railroad Company | RVPR | 1523 |
| 20 | Union Pacific Railroad Company | RVPR | 1524 |
| 21 | Union Pacific Railroad Company | RVPR | 1525 |
| 22 | Union Pacific Railroad Company | RVPR | 1526 |
| 23 | Union Pacific Railroad Company | RVPR | 1527 |
| 24 | Union Pacific Railroad Company | RVPR | 1528 |
| 25 | Union Pacific Railroad Company | RVPR | 1530 |
| 26 | Union Pacific Railroad Company | RVPR | 1531 |
| 27 | Union Pacific Railroad Company | RVPR | 1537 |
| 28 | Union Pacific Railroad Company | RVPR | 1538 |
| 29 | Union Pacific Railroad Company | RVPR | 1540 |
| 30 | Union Pacific Railroad Company | RVPR | 1541 |
| 31 | Union Pacific Railroad Company | RVPR | 1542 |
| 32 | Union Pacific Railroad Company | RVPR | 1544 |
| 33 | Union Pacific Railroad Company | RVPR | 1545 |
| 34 | Union Pacific Railroad Company | RVPR | 1546 |
| 35 | Union Pacific Railroad Company | RVPR | 1547 |
| 36 | Union Pacific Railroad Company | RVPR | 1548 |
| 37 | Union Pacific Railroad Company | RVPR | 1549 |
| 38 | Union Pacific Railroad Company | RVPR | 1550 |
| 39 | Union Pacific Railroad Company | RVPR | 1551 |
| 40 | Union Pacific Railroad Company | RVPR | 1552 |
| 41 | Union Pacific Railroad Company | RVPR | 1553 |
| 42 | Union Pacific Railroad Company | RVPR | 1554 |
| 43 | Union Pacific Railroad Company | RVPR | 1555 |
| 44 | Union Pacific Railroad Company | RVPR | 1556 |
| 45 | Union Pacific Railroad Company | RVPR | 1557 |
| 46 | Union Pacific Railroad Company | RVPR | 1558 |
| 47 | Union Pacific Railroad Company | RVPR | 1559 |
| 48 | Union Pacific Railroad Company | RVPR | 1560 |
| 49 | Union Pacific Railroad Company | RVPR | 1561 |
| 50 | Union Pacific Railroad Company | RVPR | 1562 |
| 51 | Union Pacific Railroad Company | RVPR | 1563 |
| 52 | Union Pacific Railroad Company | RVPR | 1564 |
| 53 | Union Pacific Railroad Company | RVPR | 1565 |

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| 54 | Union Pacific Railroad Company | RVPR | 1566 |
| 55 | Union Pacific Railroad Company | RVPR | 1567 |
| 56 | Union Pacific Railroad Company | RVPR | 1568 |
| 57 | Union Pacific Railroad Company | RVPR | 1569 |
| 58 | Union Pacific Railroad Company | RVPR | 1575 |
| 59 | Union Pacific Railroad Company | RVPR | 1576 |
| 60 | Union Pacific Railroad Company | RVPR | 1577 |
| 61 | Union Pacific Railroad Company | RVPR | 1578 |
| 62 | Union Pacific Railroad Company | RVPR | 1579 |
| 63 | Union Pacific Railroad Company | RVPR | 1580 |
| 64 | Union Pacific Railroad Company | RVPR | 1581 |
| 65 | Union Pacific Railroad Company | RVPR | 1583 |
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| 69 | Union Pacific Railroad Company | RVPR | 1588 |
| 70 | Union Pacific Railroad Company | RVPR | 1589 |
| 71 | Union Pacific Railroad Company | RVPR | 1590 |
| 72 | Union Pacific Railroad Company | RVPR | 1591 |
| 73 | Union Pacific Railroad Company | RVPR | 1592 |
| 74 | Union Pacific Railroad Company | RVPR | 1593 |
| 75 | Union Pacific Railroad Company | RVPR | 1595 |
| 76 | Union Pacific Railroad Company | RVPR | 1596 |
| 77 | Union Pacific Railroad Company | RVPR | 1597 |
| 78 | Union Pacific Railroad Company | RVPR | 1598 |
| 79 | Union Pacific Railroad Company | RVPR | 1599 |
| 80 | Union Pacific Railroad Company | RVPR | 1600 |
| 81 | Union Pacific Railroad Company | RVPR | 1601 |
| 82 | Union Pacific Railroad Company | RVPR | 1603 |
| 83 | Union Pacific Railroad Company | RVPR | 1604 |
| 84 | Union Pacific Railroad Company | RVPR | 1605 |
| 85 | Union Pacific Railroad Company | RVPR | 1606 |
| 86 | Union Pacific Railroad Company | RVPR | 1607 |
| 87 | Union Pacific Railroad Company | RVPR | 1608 |
| 88 | Union Pacific Railroad Company | RVPR | 1609 |
| 89 | Union Pacific Railroad Company | RVPR | 1610 |
| 90 | Union Pacific Railroad Company | RVPR | 1611 |
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| 99 | Union Pacific Railroad Company | RVPR | 1621 |
| 100 | Union Pacific Railroad Company | RVPR | 1622 |
| 101 | Union Pacific Railroad Company | RVPR | 1623 |
| 102 | Union Pacific Railroad Company | RVPR | 1624 |
| 103 | Union Pacific Railroad Company | RVPR | 1625 |
| 104 | Union Pacific Railroad Company | RVPR | 1626 |
| 105 | Union Pacific Railroad Company | RVPR | 1627 |
| 106 | Union Pacific Railroad Company | RVPR | 1628 |
| 107 | Union Pacific Railroad Company | RVPR | 1629 |
| 108 | Union Pacific Railroad Company | RVPR | 1630 |
| 109 | Union Pacific Railroad Company | RVPR | 1631 |
| 110 | Union Pacific Railroad Company | RVPR | 1632 |
| 111 | Union Pacific Railroad Company | RVPR | 1633 |

| | | | |
|-----|--------------------------------|------|------|
| 112 | Union Pacific Railroad Company | RVPR | 1634 |
| 113 | Union Pacific Railroad Company | RVPR | 1636 |
| 114 | Union Pacific Railroad Company | RVPR | 1637 |
| 115 | Union Pacific Railroad Company | RVPR | 1638 |
| 116 | Union Pacific Railroad Company | RVPR | 1639 |
| 117 | Union Pacific Railroad Company | RVPR | 1640 |
| 118 | Union Pacific Railroad Company | RVPR | 1641 |

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

3/30/06



Robert W. Alvord