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December 27, 2007

RECORDATION NO. 19403-J **FILED**

Salt Lake City  
201 South Main Street  
Salt Lake City, UT 84111  
(801) 533-0066

DEC 27 '07 -8 0 0 AM

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001

**SURFACE TRANSPORTATION BOARD**

Re: Refinancing of SPT 1995-B Union Pacific Railroad Company  
Leveraged Lease Financing of Equipment

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Memorandum of Amended and Restated Equipment Description (SPT 1995-B), dated as of January 2, 2008, between U.S. Bank National Association (successor-in-interest to State Street Bank and Trust Company), not in its individual capacity but solely as owner trustee of the SPT 1995-B Trust, as lessor (the "*Lessor*"), and Union Pacific Railroad Company (successor to Southern Pacific Transportation Company), as lessee (the "*Lessee*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Railroad Equipment SPT 1995-B dated as of April 25, 1995 between the Lessee and the Lessor which was recorded (or a memorandum of which was recorded) with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on May 9, 1995 at 10:10 A.M. under recordation number 19403.

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

Lessee: Union Pacific Railroad Company  
1400 Douglas Street, Stop 1920  
Omaha, Nebraska 68179

Lessor: U.S. Bank National Association  
1 Federal Street, 3rd Floor  
Boston, Massachusetts 02110  
Attention: Corporate Trust Services (SPT 1995-B)

The equipment covered as of the date hereof by the aforesaid Memorandum of Amended and Restated Equipment Description consists of 200 General Electric AC4400 CW Diesel-Electric Freight Locomotives bearing the reporting marks and road numbers within the

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series SP 107 through SP 266 and UP 6148 through UP 6895, all as specifically described in Exhibit A attached hereto.

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

Memorandum of Amended and Restated Equipment Description (SPT 1995-B).

A fee of thirty-five dollars (\$35.00) 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  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson  
Michael D. Robson

MDR:kk  
Enclosures

**EXHIBIT A**

**UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>REPORTING MARKS</b>
General Electric AC 4400 CW Diesel-Electric Freight Locomotives	100	SP 107 SP 114 SP 140 SP 144 SP 161 SP 177 SP 186 - 188 SP 192 SP 194 UP 6148 - 6154 UP 6156 - 6164 UP 6166 - 6169 UP 6171 - 6185 UP 6187 - 6196 UP 6198 - 6202 UP 6204 - 6207 UP 6209 - 6215 UP 6217 - 6227 UP 6229 - 6235 UP 6237 UP 6239 UP 6241 - 6243 UP 6246 UP 6272 UP 6347 UP 6399 UP 6420

General Electric AC 4400 CW  
Diesel-Electric Freight  
Locomotives

70

SP 239  
SP 257  
SP 266  
UP 6245  
UP 6253  
UP 6258  
UP 6262 - 6263  
UP 6266 - 6268  
UP 6271  
UP 6273 - 6277  
UP 6279 - 6282  
UP 6284 - 6296  
UP 6298 - 6299  
UP 6301  
UP 6303 - 6307  
UP 6309 - 6311  
UP 6313 - 6321  
UP 6323  
UP 6327  
UP 6331  
UP 6336  
UP 6338  
UP 6343  
UP 6373  
UP 6375  
UP 6380  
UP 6390  
UP 6393  
UP 6401  
UP 6421 - 6423  
UP 6895

General Electric AC 4400 CW  
Diesel-Electric Freight  
Locomotives

30

UP 6240  
UP 6244  
UP 6249  
UP 6251  
UP 6255 - 6257  
UP 6259 - 6261  
UP 6264 - 6265  
UP 6269 - 6270  
UP 6312  
UP 6322  
UP 6329 - 6330  
UP 6332 - 6335  
UP 6337  
UP 6339  
UP 6344 - 6346  
UP 6353  
UP 6376  
UP 6384

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**MEMORANDUM OF AMENDED AND RESTATED EQUIPMENT DESCRIPTION  
(SPT 1995-B)**

**SURFACE TRANSPORTATION BOARD**

Memorandum of Amended and Restated Equipment Description (SPT 1995-B) effective as of January 2, 2008, by and between U.S. Bank National Association (successor-in-interest to State Street Bank and Trust Company), a national banking association, not in its individual capacity, but solely as Owner Trustee of the SPT 1995-B Trust, as Lessor ("*Lessor*"), and Union Pacific Railroad Company (successor to Southern Pacific Transportation Company), a Delaware corporation, as Lessee ("*Lessee*").

**WITNESSETH:**

1. The undersigned have entered into a Lease of Railroad Equipment SPT 1995-B dated as of April 25, 1995 (as amended, supplemented or modified, the "*Lease*"), whereby the Lessor has agreed to lease to Lessee and Lessee has agreed to lease from the Lessor certain railroad equipment.

2. The Lease (or a memorandum thereof) was recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on May 9, 1995 at 10:10 A.M. under recordation number 19403 pursuant to Section 11303 of Title 49 of the United States Code (now known as Section 11301 of Title 49 of the United States Code).

3. The undersigned now desire to amend and restate the description of all railroad equipment currently subject to the Lease (the "*Equipment*"), the reporting marks and the road numbers of said Equipment. In connection therewith, attached hereto as Exhibit A is a true, correct and complete description of the Equipment and the reporting marks and road numbers of such Equipment as of the date hereof. Said Exhibit A shall amend and restate, effective as of the date first set forth hereinabove, all prior schedules, exhibits or other documents containing a description of the units of railroad equipment subject to the Lease and the reporting marks and the road numbers of said equipment.

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.

U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee of the SPT 1995-B Trust

By   
Name: Maryanne V. Dufresne  
Title: Vice President

Executed on this 13 day of December, 2007.

UNION PACIFIC RAILROAD COMPANY

By \_\_\_\_\_  
Name: Gary W. Grosz  
Title: Assistant Treasurer

Executed on this \_\_\_\_ day of December, 2007.

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.

U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee of the SPT 1995-B Trust

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

Executed on this \_\_\_\_ day of December, 2007.

UNION PACIFIC RAILROAD COMPANY

By Gary W. Grosz  
Name: Gary W. Grosz  
Title: Assistant Treasurer

Executed on this 17<sup>th</sup> day of December, 2007.



STATE OF CONNECTICUT )  
 )  
 ) SS:  
COUNTY OF HARTFORD )

On this, the \_\_\_\_\_ day of December, 2007, 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 U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on December \_\_, 2007 on behalf of said association 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 association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

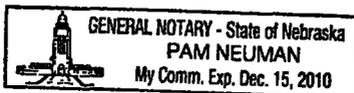
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

STATE OF NEBRASKA )  
 )  
 ) SS:  
COUNTY OF DOUGLAS )

On this, the 17<sup>th</sup> day of December, 2007, 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 December 17, 2007, 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.



Pam Neuman  
Name: Pam Neuman  
Notary Public  
My Commission Expires: 12-15-2010  
Residing in Omaha, NE

(SEAL)

**EXHIBIT A**

**UNITS**

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UP 6322  
UP 6329 - 6330  
UP 6332 - 6335  
UP 6337  
UP 6339  
UP 6344 - 6346  
UP 6353  
UP 6376  
UP 6384**

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: 12/27/07



\_\_\_\_\_  
Robert W. Alvord