

Law Offices of

CHAPMAN AND CUTLER

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July 26, 2001

Salt Lake City  
50 South Main Street  
Salt Lake City, Utah 84144  
(801) 533-0066

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

RECORDATION NO. 23574-A FILED

JUL 26 '01 11:08 AM

SURFACE TRANSPORTATION BOARD

Re: Union Pacific Railroad Company  
Leveraged Lease Financing  
UPRR 2001-A

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Indenture and Security Agreement (UPRR 2001-A), dated as of July 27, 2001, between Wilmington Trust Company, as owner trustee (the "Owner Trustee"), and Wells Fargo Bank Northwest, N.A., as indenture trustee (the "Indenture Trustee"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement (UPRR 2001-A), dated as of July 27, 2001, between Union Pacific Railroad Company, as lessee (the "Lessee") and Wilmington Trust Company, as Lessor which is being submitted for recording concurrently therewith.

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

Owner Trustee: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001  
Attention: Corporate Trust Administration

Indenture Trustee: Wells Fargo Bank Northwest, N.A.  
MAC: U1254-031  
79 South Main Street  
Salt Lake City, Utah 84111  
Attention: Corporate Trust Services

The equipment covered as of the date hereof by the aforesaid Memorandum of Indenture and Security Agreement consists of 44 General Electric Company AC4400CW Diesel Electric Locomotives bearing the reporting marks UPRR 5700 through UPRR 5710, inclusive; UPRR

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5712; UPRR 5713; UPRR 5723 through UPRR 5725, inclusive; UPRR 5727 through UPRR 5729, inclusive; UPRR 5732 through UPRR 5734, inclusive; 5737; UPRR 5738; UPRR 5743 through UPRR 5746, inclusive; UPRR 5749 through UPRR 5752, inclusive; UPRR 5754 through UPRR 5760, inclusive; UPRR 5762 through UPRR 5765, inclusive; UPRR 5767; and 17 General Electric Company AC6000CW Diesel Electric Locomotives bearing the reporting marks UPRR 7563 through UPRR 7579, inclusive; all as specifically described in Exhibit A attached hereto.

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

Memorandum of Indenture and Security Agreement (UPRR 2001-A) between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee and Wells Fargo Bank Northwest, N.A., as Indenture Trustee.

A fee of twenty-eight dollars (\$28.00) 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  
1600 K Street, N.W.  
Suite 200  
Washington, D.C 20006-2973

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams  
Karl T. Williams

KTW/tad  
Enclosures

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric Company AC4400CW Diesel Electric Locomotives	44	UPRR 5700 through UPRR 5710, inclusive; UPRR 5712; UPRR 5713; UPRR 5723 through UPRR 5725, inclusive; UPRR 5727 through UPRR 5729, inclusive; UPRR 5732 through UPRR 5734, inclusive; UPRR 5737; UPRR 5738; UPRR 5743 through UPRR 5746, inclusive; UPRR 5749 through UPRR 5752, inclusive; UPRR 5754 through UPRR 5760, inclusive; UPRR 5762 through UPRR 5765, inclusive; UPRR 5767
General Electric Company AC6000CW Diesel Electric Locomotives	17	UPRR 7563 through UPRR 7579, inclusive

REGISTRATION NO. 23574-A FILED

JUL 26 '01 11:09 AM

**SURFACE TRANSPORTATION BOARD**  
**MEMORANDUM OF INDENTURE AND SECURITY AGREEMENT**  
**(UPRR 2001-A)**

Memorandum of Indenture and Security Agreement, made and entered into as of July 27, 2001, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*"), and Wells Fargo Bank Northwest, N.A., a national banking association, as Indenture Trustee ("*Indenture Trustee*").

**WITNESSETH:**

The undersigned have entered into that certain Indenture and Security Agreement (UPRR 2001-A), dated as of July 1, 2001 (the "*Indenture*"), by which Owner Trustee has granted a security interest in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure Owner Trustee's performance of its obligations as described in the Indenture.

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.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By \_\_\_\_\_  
Name: **JAMES P. LAWLER**  
Title: **Vice President**

Executed on this 27<sup>th</sup> day of July, 2001.

WELLS FARGO BANK NORTHWEST, N.A.

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

Executed on this \_\_\_ day of July, 2001.

**MEMORANDUM OF INDENTURE AND SECURITY AGREEMENT  
(UPRR 2001-A)**

Memorandum of Indenture and Security Agreement, made and entered into as of July 27, 2001, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*"), and Wells Fargo Bank Northwest, N.A., a national banking association, as Indenture Trustee ("*Indenture Trustee*").

**WITNESSETH:**

The undersigned have entered into that certain Indenture and Security Agreement (UPRR 2001-A), dated as of July 1, 2001 (the "*Indenture*"), by which Owner Trustee has granted a security interest in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure Owner Trustee's performance of its obligations as described in the Indenture.

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.

WILMINGTON TRUST COMPANY, not in its  
individual capacity, but solely as Owner  
Trustee

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

Executed on this \_\_\_\_ day of July, 2001.

WELLS FARGO BANK NORTHWEST, N.A.

By  \_\_\_\_\_  
Name: BRETT R. KING  
Title: VICE PRESIDENT

Executed on this 23<sup>rd</sup> day of July, 2001.

STATE OF Delaware )  
 ) SS.:  
COUNTY OF New Castle )

On this, the 23<sup>rd</sup> day of July, 2001, before me, a Notary Public in and for said County and State, personally appeared James P. Lawler who being by me duly sworn, says that (s)he is the Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on July 23<sup>rd</sup> 2001 on behalf of said corporation 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 corporation.

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

Janel R. Havrilla  
Name: JANEL R. HAVRILLA  
Notary Public NOTARY PUBLIC-DELAWARE  
My Commission Expires Feb. 2, 2005  
Residing in Wilmington DE

(SEAL)

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of July, 2001, 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 WELLS FARGO BANK NORTHWEST, N.A., that said instrument was signed on July \_\_, 2001 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 \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of July, 2001, 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 WILMINGTON TRUST COMPANY, that said instrument was signed on July \_\_, 2001 on behalf of said corporation 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 corporation.

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

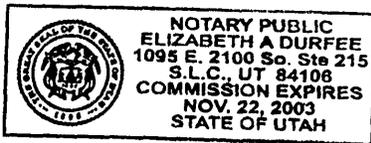
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

STATE OF Utah )  
 ) SS.:  
COUNTY OF Salt Lake )

On this, the 23<sup>rd</sup> day of July, 2001, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of WELLS FARGO BANK NORTHWEST, N.A., that said instrument was signed on July 23, 2001 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.



(SEAL)

Elizabeth A. Durfee  
Name:  
Notary Public  
My Commission Expires: 11/22/03  
Residing in \_\_\_\_\_

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Electric Company AC4400CW Diesel Electric Locomotives	44	UPRR 5700 through UPRR 5710, inclusive; UPRR 5712; UPRR 5713; UPRR 5723 through UPRR 5725, inclusive; UPRR 5727 through UPRR 5729, inclusive; UPRR 5732 through UPRR 5734, inclusive; UPRR 5737; UPRR 5738; UPRR 5743 through UPRR 5746, inclusive; UPRR 5749 through UPRR 5752, inclusive; UPRR 5754 through UPRR 5760, inclusive; UPRR 5762 through UPRR 5765, inclusive; UPRR 5767
General Electric Company AC6000CW Diesel Electric Locomotives	17	UPRR 7563 through UPRR 7579, inclusive