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RECORDATION NO. 24874-A
FILED
MAR 30 '04 7-50 AM
SURFACE TRANSPORTATION BOARD

March 30, 2004

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

Re: Union Pacific Railroad Company
Leveraged Lease Financing
UPRR 2003-F

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 2003-F), dated as of March 31, 2004, between Wells Fargo Bank Northwest, National Association, as owner trustee (the *"Owner Trustee"*), and Wilmington Trust Company, 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 2003-F), dated as of March 31, 2004, between Union Pacific Railroad Company, as lessee (the *"Lessee"*) and Wells Fargo Bank Northwest, National Association, 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: Wells Fargo Bank Northwest, National Association
MAC: U1254-031
79 South Main Street
Salt Lake City, Utah 84111
Attention: Corporate Trust Services

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

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The equipment covered by the enclosed document is 166 TRINCool™ Mechanically Refrigerated Box Cars bearing the reporting marks ARMN 110130, ARMN 110147 through ARMN 110258, inclusive, ARMN 110260 through ARMN 110310, inclusive, ARMN 110312, and ARMN 110313, 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 2003-F).

A fee of thirty dollars ($30.00) 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
Suite 301
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3724).

Sincerely,

CHAPMAN AND CUTLER LLP

By Shawn Leist
Shawn Leist

SL/db
Enclosures

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
TRINCool™ Mechanically Refrigerated Box Cars, 64 foot, 286,000 pound gross rail load	166	ARMN 110130 ARMN 110147 - ARMN 110258 ARMN 110260 - ARMN 110310 ARMN 110312 - ARMN 110313

MEMORANDUM OF INDENTURE AND SECURITY AGREEMENT
(UPRR 2003-F)

Memorandum of Indenture and Security Agreement, made and entered into as of March 31, 2004, by and between Wells Fargo Bank Northwest, National Association, a national banking association, not in its individual capacity, but solely as Owner Trustee (*"Owner Trustee"*), and Wilmington Trust Company, a Delaware banking corporation, as Indenture Trustee (*"Indenture Trustee"*).

WITNESSETH:

The undersigned have entered into that certain Indenture and Security Agreement (UPRR 2003-F), dated as of December 1, 2003 (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.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee

By _____
Name: Brett R. King
Title: Vice President

Executed on this ___ day of March, 2004.

WILMINGTON TRUST COMPANY

By _____
Name:
Title:

Executed on this ___ day of March, 2004.

RECORDATION NO. 24874-A FILED
MAR 30 '04 7-50 AM
SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF INDENTURE AND SECURITY AGREEMENT
(UPRR 2003-F)

Memorandum of Indenture and Security Agreement, made and entered into as of March 31, 2004, by and between Wells Fargo Bank Northwest, National Association, a national banking association, not in its individual capacity, but solely as Owner Trustee (*"Owner Trustee"*), and Wilmington Trust Company, a Delaware banking corporation, as Indenture Trustee (*"Indenture Trustee"*).

WITNESSETH:

The undersigned have entered into that certain Indenture and Security Agreement (UPRR 2003-F), dated as of December 1, 2003 (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.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee

By _____
Name:
Title:

Executed on this ___ day of March, 2004.

WILMINGTON TRUST COMPANY, as Indenture Trustee

By _____
Name: Janel R. Havrilla
Title: Financial Services Officer

Executed on this 23rd day of March, 2004.

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

On this, the _____ day of March, 2004, 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, NATIONAL ASSOCIATION, that said instrument was signed on March __, 2004 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.

NOTARY PUBLIC
ELIZABETH A. DURFEE
299 South Main Street, 12th Flr
Salt Lake City, UT 84111
My Commission Expires Nov. 22, 2007
State of Utah

(SEAL)

Name: ELIZABETH A. DURFEE
Notary Public
My Commission Expires:
Residing in _____

STATE OF NEBRASKA)
) SS:
COUNTY OF DOUGLAS)

On this, the ____ day of March, 2004, 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 March __, 2004, 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.

Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of March, 2004, 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, NATIONAL ASSOCIATION, that said instrument was signed on March __, 2004 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 Delaware)
) SS.:
COUNTY OF New Castle)

On this, the 23rd day of March, 2004, before me, a Notary Public in and for said County and State, personally appeared JANET R. HAMRILLA, who being by me duly sworn, says that (s)he is the FIN. SVCS. OFFICER of WILMINGTON TRUST COMPANY, that said instrument was signed on March 23, 2004 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.

Kathleen A. Pedelini
Name: KATHLEEN A. PEDELINI
Notary Public NOTARY PUBLIC - DELAWARE
My Commission Expires: My Commission Expires Oct. 31, 2006
Residing in _____

(SEAL)

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UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
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