

Law Offices of

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(801) 533-0066

March 3, 2005

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 2043-0001

RECORDATION NO. 25448-B FILED

MAR 03 '05 12-55 PM

SURFACE TRANSPORTATION BOARD

Re: Union Pacific Railroad Company
Leveraged Lease Financing
UPRR 2005-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 Lease and Indenture Supplement No. 1 (UPRR 2005-A), dated March 1, 2005, between Union Pacific Railroad Company, as lessee (the "Lessee"), Wells Fargo Bank Northwest, National Association, as lessor (the "Lessor"), 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 2005-A), dated as of March 1, 2005, between Lessor and Lessee which is being submitted for recording concurrently therewith.

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

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

Owner Trustee/Lessor: Wells Fargo Bank Northwest, National Association
MAC: U1254-031
79 South Main Street
Salt Lake City, Utah 84111
Attention: Corporate Trust Services

1832816.01.02
1606672

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

The equipment covered by the enclosed document are 2 EMD SD70M Locomotives bearing the reporting marks UP 5210 and UP 5211, all as specifically described in Exhibit A attached hereto.

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

Memorandum of Lease and Indenture Supplement No. 1 (UPRR 2005-A).

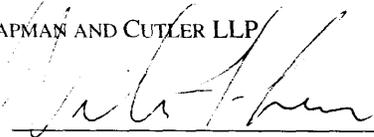
A fee of thirty-two dollars (\$32.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not 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 (312-845-2965).

Sincerely,

CHAPMAN AND CUTLER LLP

By 

Willie F. Lewis

WFL/meg
Enclosures

RECORDATION NO. 25448 -B FILED

MEMORANDUM OF LEASE AND INDENTURE SUPPLEMENT NO. 1
(UPRR 2005-A)
MAR 03 '05 12:55 PM
SURFACE TRANSPORTATION BOARD

Memorandum of Lease and Indenture Supplement No. 1, made and entered into on March 4, 2005, by and between Wells Fargo Bank Northwest, National Association, a national banking association, not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*"), Union Pacific Railroad Company, a Delaware corporation, as Lessee ("*Lessee*") and Wilmington Trust Company, a Delaware banking corporation, as Indenture Trustee (the "*Indenture Trustee*").

WITNESSETH:

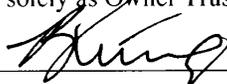
1. Lessor and Lessee have entered into that certain Lease Agreement (UPRR 2005-A), dated as of March 1, 2005 (the "*Lease Agreement*"), effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement. Lessor and Indenture Trustee have entered into that certain Indenture and Security Agreement (UPRR 2005-A), dated as of March 1, 2005 (the "*Indenture*"), by which Lessor has granted a security interest to Indenture Trustee in order to secure Lessor's performance of certain obligations as described in the Indenture.

2. Memoranda of said Lease Agreement and said Indenture are being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease and Indenture Supplement No. 1 (UPRR 2005-A), dated March 4, 2005, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto and whereby Lessor has granted, pursuant to the above-described Indenture, a security interest therein to the railroad equipment leased to Lessee under the Lease Agreement.

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 2nd day of March, 2005.

UNION PACIFIC RAILROAD COMPANY

By _____

Name: Gary W. Grosz
Title: Assistant Treasurer

Executed on this ____ day of March, 2005.

WILMINGTON TRUST COMPANY,
as Indenture Trustee

By _____

Name:
Title:

Executed on this ____ day of March, 2005.

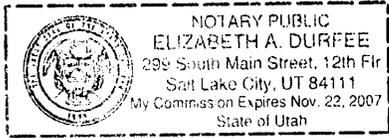
STATE OF Utah)
COUNTY OF Salt Lake) SS.:

On this, the 2nd day of March, 2005, 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 2, 2005 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: ELIZABETH A. DURFEE
Notary Public
My Commission Expires: Utah
Residing in _____

(SEAL)



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 2nd day of March, 2005.

UNION PACIFIC RAILROAD COMPANY

By Gary W. Grosz

Name: Gary W. Grosz

Title: Assistant Treasurer

Executed on this 2nd day of March, 2005.

WILMINGTON TRUST COMPANY,
as Indenture Trustee

By _____

Name:

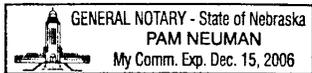
Title:

Executed on this ____ day of March, 2005.

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

On this, the 2nd day of March, 2005, 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 2, 2005, 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: 12-15-06
Residing in Omaha, NE

(SEAL)

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, 2005.

UNION PACIFIC RAILROAD COMPANY

By _____

Name: Gary W. Grosz

Title: Assistant Treasurer

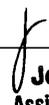
Executed on this ____ day of March, 2005.

WILMINGTON TRUST COMPANY,
as Indenture Trustee

By _____

Name:

Title:


Joann A. Rozell
Assistant Vice President

Executed on this 28th day of ~~March~~, 2005.

February

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

On this, the 28 day of ^{February} ~~March~~, 2005, before me, a Notary Public in and for said County and State, personally appeared Joann A. Rozell, who being by me duly sworn, says that (s)he is the ~~Assistant Vice President~~ ^{Assistant Vice President} of WILMINGTON TRUST COMPANY, that said instrument was signed on ~~March 28~~ ^{February 28}, 2005 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.

Michele Lauren Centrella
Name: **MICHELE LAUREN CENTRELLA**
Notary Public **Notary Public - Delaware**
My Commission Expires: **May 17, 2006**
Residing in: **Delaware**

(SEAL)

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
EMD SD70M Locomotives	2	UP 5210, UP 5211