

Law Offices of

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September 27, 2005

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

RECORDATION NO. 25849-C FILED

Re: Union Pacific Railroad Company
Leveraged Lease Financing
UPRR 2005-M

SEP 27 '05 10:53 AM

SURFACE TRANSPORTATION BOARD

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 Assignment (UPRR 2005-M), dated as of September 28, 2005, among Wells Fargo Bank Northwest, National Association, as indenture trustee (the "Indenture Trustee" or the "Assignee"), and Wilmington Trust Company, not in its individual capacity, but solely as owner trustee (the "Owner Trustee" or the "Assignor"), 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-M), dated as of September 28, 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:

Indenture Trustee
and Assignee: Wells Fargo Bank Northwest, National Association
MAC: U1228-120
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111
Attention: Corporate Trust Services

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

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Law Offices of
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The equipment covered by the enclosed document is 606 Vintage Coal Cars bearing the reporting marks UP 28650 - 28655, inclusive, UP 28657 - 28684, inclusive, UP 28686 - 28746, inclusive, UP 28748 - 28764, inclusive, UP 28766 - 28812, inclusive, UP 28816 - 28817, inclusive, UP 28819 - 28824, inclusive, UP 28827 - 28828, inclusive, UP 28830 - 28837, inclusive, UP 28839 - 28854, inclusive, UP 28856 - 28868, inclusive, UP 28870 - 28880, inclusive, UP 28882 - 28883, inclusive, UP 28886 - 29000, inclusive, UP 29002 - 29030, inclusive, UP 29032 - 29069, inclusive, UP 29071 - 29078, inclusive, UP 29080 - 29154, inclusive, UP 29156 - 29277, inclusive, and 500 New Bi-Level Auto Racks bearing the reporting marks UPL 94200 - 94699, inclusive, all as specifically described in Exhibit A attached hereto.

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

Memorandum of Lease Assignment (UPRR 2005-M).

A fee of thirty-three dollars (\$33.00) 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, Jr.
Willie F. Lewis, Jr.

WFL/meg
Enclosures

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
Vintage Coal Cars	606	UP 28650 - 28655, inclusive UP 28657 - 28684, inclusive UP 28686 - 28746, inclusive UP 28748 - 28764, inclusive UP 28766 - 28812, inclusive UP 28816 - 28817, inclusive UP 28819 - 28824, inclusive UP 28827 - 28828, inclusive UP 28830 - 28837, inclusive UP 28839 - 28854, inclusive UP 28856 - 28868, inclusive UP 28870 - 28880, inclusive UP 28882 - 28883, inclusive UP 28886 - 29000, inclusive UP 29002 - 29030, inclusive UP 29032 - 29069, inclusive UP 29071 - 29078, inclusive UP 29080 - 29154, inclusive UP 29156 - 29277, inclusive
New Bi-Level Auto Racks	500	UPL 94200 - 94699, inclusive

RECORDATION NO. 25849-C FILED

SEP 27 '05 10-53 AM

**MEMORANDUM OF LEASE ASSIGNMENT
(UPRR 2005-M)**

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Assignment, made and entered into as of September 28, 2005, 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, National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

1. Owner Trustee and Union Pacific Railroad Company ("*Lessee*") have entered into a Lease Agreement (UPRR 2005-M), dated as of September 1, 2005, covering certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

2. Memoranda of said Lease Agreement and of said Lease Assignment were recorded with the Surface Transportation Board on September 27, 2005 at _____.m. and _____.m., respectively, under recordation numbers _____ and _____, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Indenture and Security Agreement (UPRR 2005-M), dated as of September 1, 2005, and Lease and Indenture Supplement No. 1 thereto, dated September 28, 2005, pursuant to which Wells Fargo Bank Northwest, National Association, not in its individual capacity, but solely as Owner Trustee, has assigned the aforesaid Lease Agreement, the aforesaid Lease and Indenture Supplement No. 1, and the rents and other proceeds therefrom (with certain exceptions) to Wilmington Trust Company, as Indenture Trustee.

4. Memoranda of said Indenture and Security Agreement and of said Lease and Indenture Supplement No. 1 were recorded with the Surface Transportation Board on September 27, 2005 at _____.m. and _____.m., respectively, and under recordation numbers _____ and _____, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

Memorandum of Lease Assignment (UPRR 2005-M)

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

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

By _____

Name: **Joann A. Rozell**
Title: **Assistant Vice President**

Executed on this 26th day of September, 2005.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, as Indenture Trustee

By _____

Name:
Title:

Executed on this ___ day of September, 2005.

Memorandum of Lease Assignment (UPRR 2005-M)

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on 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 September, 2005.

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION, as Indenture Trustee

By Brett King _____

Name: Brett B King
Title: Vice President

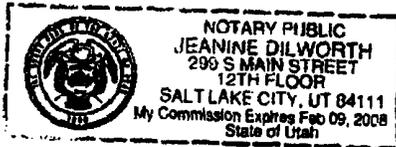
Executed on this 26th day of September, 2005.

Memorandum of Lease Assignment (UPRR 2005-M)
(Notary)

STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this, the 26th day of September, 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 September 26, 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.



(SEAL)

Jeanine Dilworth
Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

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

On this, the ____ day of September, 2005, 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 September __, 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.

Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

(SEAL)

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
Vintage Coal Cars	606	UP 28650 - 28655, inclusive UP 28657 - 28684, inclusive UP 28686 - 28746, inclusive UP 28748 - 28764, inclusive UP 28766 - 28812, inclusive UP 28816 - 28817, inclusive UP 28819 - 28824, inclusive UP 28827 - 28828, inclusive UP 28830 - 28837, inclusive UP 28839 - 28854, inclusive UP 28856 - 28868, inclusive UP 28870 - 28880, inclusive UP 28882 - 28883, inclusive UP 28886 - 29000, inclusive UP 29002 - 29030, inclusive UP 29032 - 29069, inclusive UP 29071 - 29078, inclusive UP 29080 - 29154, inclusive UP 29156 - 29277, inclusive
New Bi-Level Auto Racks	500	UPL 94200 - 94699, inclusive

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: September 27, 2005



Robert W. Alvord