

CHAPMAN AND CUTLER LLP

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San Francisco  
595 Market Street  
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November 29, 2006

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

RECORDATION NO. 19496-F FILED

NOV 29 '06 -11 50 AM

SURFACE TRANSPORTATION BOARD

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, DC 20036

Re: Refinancing of 1995-A-2 Union Pacific Railroad Company  
Leveraged Lease Financing of Railcars

Dear Bob:

In connection with the captioned financing scheduled to close on December 1, 2006, we are enclosing two original copies of the Memorandum of Amended and Restated Equipment Description (UPRR 1995-A-2), the Memorandum of Indenture and Security Agreement (UPRR 1995-A-2), the Memorandum of Lease and Indenture Supplement No. 4 (UPRR 1995-A-2) and the Memorandum of Lease Assignment (UPRR 1995-A-2) to be recorded in the Office of the Secretary of the Surface Transportation Board pursuant to 49 U.S.C. §11301 on **November 29, 2006**. Please file the enclosed in the following order: Memorandum of Amended and Restated Equipment Description, Memorandum of Indenture, Memorandum of Lease and Indenture Supplement and Memorandum of Lease Assignment. We have enclosed transmittal letters to the Office of the Secretary to accompany the filing of the enclosed documents. Please contact us when you receive this package and prior to filing same.

Upon completion of recordation, please fax the file-stamped cover pages reflecting the recordation numbers to the undersigned.

Should you have any questions regarding this matter, please do not hesitate to contact the undersigned at (312) 845-2991.

Very truly yours,

CHAPMAN AND CUTLER LLP

By Michael D. Robson  
Michael D. Robson

MDR:pka  
Enclosures

**CHAPMAN AND CUTLER LLP**

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

Re: Refinancing of 1995-A-2 Union Pacific Railroad Company  
Leveraged Lease Financing of Railcars

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 Amended and Restated Equipment Description (UPRR 1995-A-2), dated as of December 1, 2006, between Wells Fargo Bank Northwest, N.A. (successor to First Security Bank of Utah, National Association), not in its individual capacity but solely as Owner Trustee of the UPRR 1995-A-2 Trust, as lessor (the "*Lessor*"), and Union Pacific Railroad 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 Agreement dated as of June 20, 1995 between the Lessee and the Lessor which was recorded (or a memorandum of which was recorded) with the Surface Transportation Board (as successor to the Interstate Commerce Commission) on June 28, 1995 at 11:05 A.M. under recordation number 19496.

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

Lessor: Wells Fargo Bank Northwest, N.A.  
299 South Main Street, 12th Floor  
MAC: U1228-120  
Salt Lake City Utah 84111  
Attention: Corporate Trust Department  
(UPRR 1995-A-2)

The equipment covered as of the date hereof by the aforesaid Memorandum of Amended and Restated Equipment Description consists of 348 Covered Hopper Cars bearing the reporting

Law Offices of  
CHAPMAN AND CUTLER LLP

marks within the series UP 89787 through UP 90154; and 214 Open Top Hopper Cars bearing the reporting marks within the series UP 48445 through UP 48672, 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 (UPRR 1995-A-2).

A fee of thirty-four dollars (\$34.00) 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:pka  
Enclosures

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
Covered Hopper Cars	231	UP 89787 - 89825 UP 89827 - 89851 UP 89853 - 89857 UP 89859 - 89863 UP 89865 - 89879 UP 89881 - 89889 UP 89891 - 89893 UP 89895 - 89898 UP 89900 - 89902 UP 89904 - 89906 UP 89908 UP 89910 - 89911 UP 89913 - 89940 UP 89942 UP 89944 - 89949 UP 89951 UP 89954 - 89959 UP 89961 - 89962 UP 89964 UP 89972 - 89976 UP 89980 - 89987 UP 89989 - 89990 UP 89992 - 89999 UP 90001 - 90002 UP 90004 - 90008 UP 90010 UP 90015 - 90027 UP 90031 - 90037 UP 90046 - 90048 UP 90052 - 90053 UP 90055 UP 90057 - 90058 UP 90064 - 90071 UP 90073 - 90074 UP 90076 UP 90078 - 90079

EQUIPMENT	QUANTITY	REPORTING MARKS
Covered Hopper Cars	117	UP 89852
		UP 89858
		UP 89880
		UP 89890
		UP 89894
		UP 89907
		UP 89943
		UP 89950
		UP 89952
		UP 89953
		UP 89960
		UP 89965 - 89971
		UP 89977 - 89979
		UP 89988
		UP 90000
		UP 90003
		UP 90009
		UP 90011 - 90014
		UP 90029 - 90030
		UP 90038 - 90045
		UP 90050 - 90051
		UP 90059 - 90063
		UP 90075
		UP 90080 - 90083
		UP 90085 - 90105
		UP 90107
		UP 90109 - 90125
		UP 90127 - 90147
		UP 90149 - 90154

EQUIPMENT	QUANTITY	REPORTING MARKS
Open Top Hopper Cars	214	UP 48445 - 48448 UP 48450 - 48480 UP 48482 - 48488 UP 48490 - 48496 UP 48498 - 48510 UP 48512 - 48535 UP 48537 - 48550 UP 48552 - 48560 UP 48562 - 48592 UP 48594 - 48628 UP 48630 - 48649 UP 48651 - 48660 UP 48663 - 48665 UP 48667 - 48672

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**MEMORANDUM OF AMENDED AND RESTATED EQUIPMENT DESCRIPTION  
(UPRR 1995-A-2)**

**SURFACE TRANSPORTATION BOARD**

Memorandum of Amended and Restated Equipment Description (UPRR 1995-A-2) effective as of December 1, 2006, by and between Wells Fargo Bank Northwest, N.A. (successor to First Security Bank of Utah, National Association), a national banking association, not in its individual capacity, but solely as Owner Trustee of the UPRR 1995-A-2 Trust, as Lessor ("*Lessor*"), and Union Pacific Railroad Company, a Delaware corporation, as Lessee ("*Lessee*").

**WITNESSETH:**

1. The undersigned have entered into a Lease Agreement dated as of June 20, 1995 (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 memorandum thereof) was recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on June 28, 1995 at 11:05 A.M. under recordation number 19496 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.

WELLS FARGO BANK NORTHWEST, N.A., not in its individual capacity, but solely as Owner Trustee of the UPRR 1995-A-2 Trust

By   
Name: Brett A. King  
Title: Vice President

Executed on this 27<sup>th</sup> day of November, 2006.

UNION PACIFIC RAILROAD COMPANY

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

Executed on this \_\_\_\_ day of November, 2006.

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, N.A., not in its individual capacity, but solely as Owner Trustee of the UPRR 1995-A-2 Trust

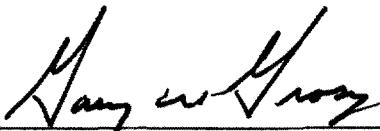
By \_\_\_\_\_

Name:

Title:

Executed on this \_\_\_\_ day of November, 2006.

UNION PACIFIC RAILROAD COMPANY

By  \_\_\_\_\_

Name: Gary W. Grosz

Title: Assistant Treasurer

Executed on this 27<sup>th</sup> day of November, 2006.

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

On this, the 27<sup>th</sup> day of November, 2006, 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 November 27, 2006 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.



*Jeanine Dilworth*  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in \_\_\_\_\_

(SEAL)

STATE OF NEBRASKA )  
 ) SS:  
COUNTY OF DOUGLAS )

On this, the \_\_\_\_ day of November, 2006, 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 November \_\_\_\_, 2006, 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 UTAH )  
 ) SS.:  
COUNTY OF SALT LAKE )

On this, the \_\_\_\_\_ day of November, 2006, 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 November \_\_\_\_, 2006 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.

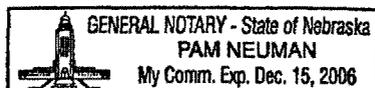
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

STATE OF NEBRASKA )  
 ) SS:  
COUNTY OF DOUGLAS )

On this, the 27<sup>th</sup> day of November, 2006, 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 November 27, 2006, 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)

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
Covered Hopper Cars	231	UP 89787 - 89825 UP 89827 - 89851 UP 89853 - 89857 UP 89859 - 89863 UP 89865 - 89879 UP 89881 - 89889 UP 89891 - 89893 UP 89895 - 89898 UP 89900 - 89902 UP 89904 - 89906 UP 89908 UP 89910 - 89911 UP 89913 - 89940 UP 89942 UP 89944 - 89949 UP 89951 UP 89954 - 89959 UP 89961 - 89962 UP 89964 UP 89972 - 89976 UP 89980 - 89987 UP 89989 - 89990 UP 89992 - 89999 UP 90001 - 90002 UP 90004 - 90008 UP 90010 UP 90015 - 90027 UP 90031 - 90037 UP 90046 - 90048 UP 90052 - 90053 UP 90055 UP 90057 - 90058 UP 90064 - 90071 UP 90073 - 90074 UP 90076 UP 90078 - 90079

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		UP 89965 - 89971
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		UP 90107
		UP 90109 - 90125
		UP 90127 - 90147
		UP 90149 - 90154

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**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:

11/29/06



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