

CHAPMAN AND CUTLER LLP

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November 29, 2006

RECORDATION NO. 19496 **FILED**
Salt Lake City
201 South Main Street
Salt Lake City, UT 84111
(801) 533-0066

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

NOV 29 '06 -11 5 5 AM

SURFACE TRANSPORTATION BOARD

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 Indenture and Security Agreement (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), as owner trustee of the UPRR 1995-A-2 Trust (the "Owner Trustee"); and BNY Midwest 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 Lease Agreement dated as of June 20, 1995 between the Union Pacific Railroad Company, as Lessee and the Owner Trustee, as 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:

Owner Trustee: 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)

Indenture Trustee: BNY Midwest Trust Company
2 North LaSalle Street, Suite 1020
Chicago, Illinois 60602
Attention: Corporate Trust Administration
(UPRR 1995-A-2)

CHAPMAN AND CUTLER LLP

The equipment covered as of the date hereof by the aforesaid Memorandum of Indenture and Security Agreement consists of 348 Covered Hopper Cars bearing the reporting 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 Indenture and Security Agreement (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

NOV 29 '06

-11 5 5 AM

**MEMORANDUM OF INDENTURE AND SECURITY AGREEMENT
(UPRR 1995-A-2)**

SURFACE TRANSPORTATION BOARD

Memorandum of Indenture and Security Agreement (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 ("Owner Trustee"), and BNY Midwest Trust Company, an Illinois trust company, as Indenture Trustee ("Indenture Trustee").

WITNESSETH:

The undersigned have entered into that certain Indenture and Security Agreement (UPRR 1995-A-2), dated as of December 1, 2006 (the "Indenture"), by which the 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 the 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, N.A., not in its individual capacity, but solely as Owner Trustee of the UPRR 1995-A-2 Trust

By 
Name: Brett R. King
Title: Vice President

Executed on this 27th day of November, 2006.

BNY MIDWEST TRUST COMPANY, as Indenture Trustee

By _____
Name:
Title:

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.

BNY MIDWEST TRUST COMPANY, as Indenture Trustee

By 

Name:

D. G. DONOVAN

Title:

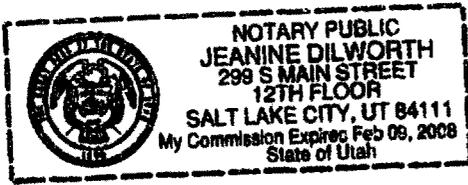
VICE PRESIDENT

Executed on this 27th day of November, 2006.

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

On this, the 27th 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 ILLINOIS)
) SS.:
COUNTY OF COOK)

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 BNY MIDWEST TRUST COMPANY, that said instrument was signed on November ____, 2006 on behalf of said company 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 company.

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.

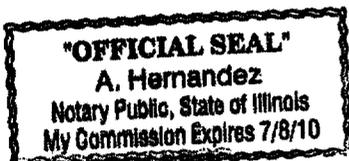
Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF ILLINOIS)
) SS.:
COUNTY OF COOK)

On this, the 27th day of November, 2006, before me, a Notary Public in and for said County and State, personally appeared D. G. DONOVAN, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of BNY MIDWEST TRUST COMPANY, that said instrument was signed on November 27, 2006 on behalf of said company 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 company.

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



(SEAL)

A Hernandez
Name:
Notary Public
My Commission Expires: 7/8/10
Residing in Illinois

EXHIBIT A

UNITS

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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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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