

CHAPMAN AND CUTLER LLP

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December 27, 2006

RECORDATION NO. 19001 - P 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

DEC 28 '06 -8 20 AM

SURFACE TRANSPORTATION BOARD

Re: Refinancing of SPT 1994-A Union Pacific Railroad Company
Leveraged Lease Financing of Equipment

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 Trust Indenture and Security Agreement (SPT 1994-A), dated as of January 2, 2007, between U.S. Bank National Association (successor-in-interest to State Street Bank and Trust Company of Connecticut, National Association), as owner trustee of the SPT 1994-A Trust (the "Owner Trustee"), and Wells Fargo Bank Northwest, N.A., 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 of Railroad Equipment SPT 1994-A dated as of September 29, 1994 between the Union Pacific Railroad Company (successor to Southern Pacific Transportation Company), as Lessee and the Owner Trustee, as Lessor which was recorded (or a memorandum of which was recorded) with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on September 29, 1994 at 12:20 P.M. under recordation number 19001.

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

Owner Trustee: U.S. Bank National Association
1 Federal Street, 3rd Floor
Boston, Massachusetts 02110
Attention: Corporate Trust Services (SPT 1994-A)

Indenture 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 (SPT 1994-A)

Law Offices of
CHAPMAN AND CUTLER LLP

The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture and Security Agreement consists of 50 GE Dash 9-44 CW Locomotives bearing the reporting marks within the series UP 9564 through UP 9613; and 526 Open Top Hopper Cars bearing the reporting marks within the series CTRN 601002 through CTRN 601600, all as specifically described in Exhibit A attached hereto.

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

Memorandum of Trust Indenture and Security Agreement (SPT 1994-A).

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

Law Offices of
CHAPMAN AND CUTLER LLP

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
GE Dash 9-44 CW Locomotives	50	UP 9564 - 9613
Open Top Hopper Cars	107	CTRN 601006 CTRN 601008 - 601022 CTRN 601024 - 601027 CTRN 601029 - 601036 CTRN 601038 - 601052 CTRN 601054 - 601070 CTRN 601072 - 601074 CTRN 601076 - 601085 CTRN 601087 - 601093 CTRN 601095 - 601096 CTRN 601098 - 601104 CTRN 601106 - 601121 CTRN 601123 CTRN 601126
Open Top Hopper Cars	209	CTRN 601002 CTRN 601127 - 601128 CTRN 601130 - 601136 CTRN 601139 - 601152 CTRN 601154 - 601157 CTRN 601160 CTRN 601162 - 601169 CTRN 601171 CTRN 601174 - 601183 CTRN 601185 - 601221 CTRN 601224 - 601225 CTRN 601227 - 601236 CTRN 601238 - 601239 CTRN 601241 - 601256 CTRN 601258 - 601268 CTRN 601270 - 601278 CTRN 601280 - 601283 CTRN 601285 - 601291 CTRN 601293 CTRN 601296 - 601298 CTRN 601300 - 601308

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CTRN 601310
CTRN 601312 - 601321
CTRN 601323 - 601331
CTRN 601333 - 601335
CTRN 601337 - 601346
CTRN 601348 - 601354
CTRN 601356 - 601359
CTRN 601361
CTRN 601364
CTRN 601366 - 601369

Open Top Hopper Cars

210

CTRN 601004 - 601005
CTRN 601007
CTRN 601355
CTRN 601362 - 601363
CTRN 601365
CTRN 601370 - 601384
CTRN 601387 - 601392
CTRN 601394 - 601399
CTRN 601401 - 601402
CTRN 601404 - 601429
CTRN 601431
CTRN 601433 - 601442
CTRN 601444
CTRN 601446 - 601451
CTRN 601453 - 601466
CTRN 601468 - 601473
CTRN 601477 - 601480
CTRN 601482 - 601498
CTRN 601500 - 601512
CTRN 601516 - 601517
CTRN 601519 - 601530
CTRN 601532 - 601547
CTRN 601549 - 601551
CTRN 601553 - 601559
CTRN 601561 - 601563
CTRN 601565 - 601568
CTRN 601570 - 601572
CTRN 601574 - 601580
CTRN 601582 - 601600

RECORDATION NO.

19001

FILED

DEC 28 2006

8:00 AM

**MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT
(SPT 1994-A)**

SURFACE TRANSPORTATION BOARD

Memorandum of Trust Indenture and Security Agreement (SPT 1994-A) effective as of January 2, 2007, by and between U.S. Bank National Association (successor-in-interest to State Street Bank and Trust Company of Connecticut, National Association), a national banking association, not in its individual capacity, but solely as Owner Trustee of the SPT 1994-A Trust ("*Owner Trustee*"), and Wells Fargo Bank Northwest, N.A., a national banking association, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

The undersigned have entered into that certain Trust Indenture and Security Agreement (SPT 1994-A), dated as of January 2, 2007 (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.

U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee of the SPT 1994-A Trust

By 
Name: Michael M. Hopkins
Title: Vice President

Executed on this 19th day of December, 2006.

WELLS FARGO BANK NORTHWEST, N.A., as Indenture Trustee

By _____
Name:
Title:

Executed on this ____ day of December, 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.

U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee of the SPT 1994-A Trust

By _____
Name:
Title:

Executed on this ____ day of December, 2006.

WELLS FARGO BANK NORTHWEST, N.A., as Indenture Trustee

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

Executed on this 19th day of December, 2006.

STATE OF CONNECTICUT)
) SS.:
COUNTY OF HARTFORD)

On this, the 19 day of December, 2006, before me, a Notary Public in and for said County and State, personally appeared Michael M. Hopkins, who being by me duly sworn, says that (s)he is the Vice President of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on December 19, 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.

Susan P. McNally
Name:
Notary Public
My Commission Expires: Connecticut
Residing in _____

(SEAL)

SUSAN P. McNALLY
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 2010

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

On this, the _____ day of December, 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 December ____, 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 CONNECTICUT)
) SS.:
COUNTY OF HARTFORD)

On this, the _____ day of December, 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 U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on December ____, 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 UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this, the 19th day of December, 2006, before me, a Notary Public in and for said County and State, personally appeared Brett R. Kim, 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 December 19, 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.

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

(SEAL)

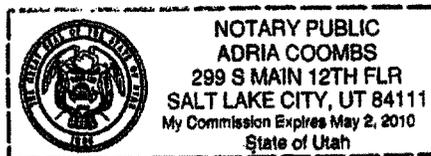


EXHIBIT A

EQUIPMENT	QUANTITY	REPORTING MARKS
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Open Top Hopper Cars	107	CTRN 601006 CTRN 601008 - 601022 CTRN 601024 - 601027 CTRN 601029 - 601036 CTRN 601038 - 601052 CTRN 601054 - 601070 CTRN 601072 - 601074 CTRN 601076 - 601085 CTRN 601087 - 601093 CTRN 601095 - 601096 CTRN 601098 - 601104 CTRN 601106 - 601121 CTRN 601123 CTRN 601126
Open Top Hopper Cars	209	CTRN 601002 CTRN 601127 - 601128 CTRN 601130 - 601136 CTRN 601139 - 601152 CTRN 601154 - 601157 CTRN 601160 CTRN 601162 - 601169 CTRN 601171 CTRN 601174 - 601183 CTRN 601185 - 601221 CTRN 601224 - 601225 CTRN 601227 - 601236 CTRN 601238 - 601239 CTRN 601241 - 601256 CTRN 601258 - 601268 CTRN 601270 - 601278 CTRN 601280 - 601283 CTRN 601285 - 601291 CTRN 601293 CTRN 601296 - 601298 CTRN 601300 - 601308

Open Top Hopper Cars

210

CTRN 601310
CTRN 601312 - 601321
CTRN 601323 - 601331
CTRN 601333 - 601335
CTRN 601337 - 601346
CTRN 601348 - 601354
CTRN 601356 - 601359
CTRN 601361
CTRN 601364
CTRN 601366 - 601369

CTRN 601004 - 601005
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CTRN 601355
CTRN 601362 - 601363
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CTRN 601370 - 601384
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CTRN 601446 - 601451
CTRN 601453 - 601466
CTRN 601468 - 601473
CTRN 601477 - 601480
CTRN 601482 - 601498
CTRN 601500 - 601512
CTRN 601516 - 601517
CTRN 601519 - 601530
CTRN 601532 - 601547
CTRN 601549 - 601551
CTRN 601553 - 601559
CTRN 601561 - 601563
CTRN 601565 - 601568
CTRN 601570 - 601572
CTRN 601574 - 601580
CTRN 601582 - 601600

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: 12/28/06



Robert W. Alvord

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: 12/28/06



Robert W. Alvord