

CHAPMAN AND CUTLER LLP

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080
Telephone (312) 845-3000
Facsimile (312) 701-2361
chapman.com

San Francisco
595 Market Street
San Francisco, CA 94105
(415) 541-0500

January 26, 2007

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

18444-S
JAN 28 2007
SURFACE TRANSPORTATION BOARD

Re: Refinancing of CNW 1993-C Union Pacific Railroad Company
Leveraged Lease Financing of Railroad 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 (CNW 1993-C), dated as of January 30, 2007, between U.S. Bank National Association (successor-in-interest to Shawmut Bank Connecticut, National Association), as owner trustee of the CNW 1993-C 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 of Railroad Equipment CNW 1993-C dated as of October 14, 1993 between the Union Pacific Railroad Company (successor to Chicago and North Western 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 October 21, 1993 at 1:40 P.M. under recordation number 18444.

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

Owner Trustee: U.S. Bank National Association
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103
Attention: Corporate Trust Services
(CNW 1993-C)

Indenture Trustee: BNY Midwest Trust Company
2 North LaSalle Street, Suite 1020
Chicago, Illinois 60602
Attention: Corporate Trust Administration (CNW 1993-C)

CHAPMAN AND CUTLER LLP

The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture and Security Agreement consists of 285 Covered Cement Hopper Railcars bearing the reporting marks within the series CNW 437000 through CNW 437299, 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 (CNW 1993-C).

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 Cement Hopper Railcars	145	CNW 437000 - 437009 CNW 437011 - 437036 CNW 437038 - 437053 CNW 437055 - 437098 CNW 437100 - 437130 CNW 437132 - 437136 CNW 437138 - 437147 CNW 437149 - 437151
Covered Cement Hopper Railcars	140	CNW 437131 CNW 437148 CNW 437152 - 437172 CNW 437174 CNW 437176 - 437215 CNW 437219 - 437230 CNW 437232 - 437242 CNW 437244 - 437248 CNW 437250 - 437259 CNW 437261 - 437289 CNW 437291 - 437299

JAN 28 '07 -10 3 0 AM

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT
(CNW 1993-C)

SURFACE TRANSPORTATION BOARD

Memorandum of Trust Indenture and Security Agreement (CNW 1993-C) effective as of January 30, 2007, by and between U.S. Bank National Association (successor-in-interest to Shawmut Bank Connecticut, National Association), a national banking association, not in its individual capacity, but solely as Owner Trustee of the CNW 1993-C 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 Trust Indenture and Security Agreement (CNW 1993-C), dated as of January 30, 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 CNW 1993-C Trust

By 
Name: Mark A. Forgetta
Title: Vice President

Executed on this 19th day of January, 2007.

BNY MIDWEST TRUST COMPANY, as Indenture Trustee

By _____
Name:
Title:

Executed on this ____ day of January, 2007.

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 CNW 1993-C Trust

By _____
Name:
Title:

Executed on this ____ day of January, 2007.

BNY MIDWEST TRUST COMPANY, as Indenture Trustee

By  _____
Name: **D. G. DONOVAN**
Title: **VICE PRESIDENT**

Executed on this 17th day of January, 2007.

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

On this, the 19th day of January, 2007, before me, a Notary Public in and for said County and State, personally appeared Mark A. Forgetta, 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 January 19, 2007 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 ILLINOIS)
) SS.:
COUNTY OF COOK)

On this, the _____ day of January, 2007, 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 January ____, 2007 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 CONNECTICUT)
) SS.:
COUNTY OF HARTFORD)

On this, the _____ day of January, 2007, 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 January ____, 2007 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 _____

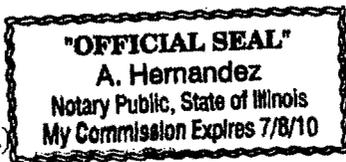
(SEAL)

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

On this, the 17th day of January, 2007, 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 January 17, 2007 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.

A. Hernandez
Name:
Notary Public
My Commission Expires:
Residing in Illinois



(SEAL)

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
Covered Cement Hopper Railcars	145	CNW 437000 - 437009
		CNW 437011 - 437036
		CNW 437038 - 437053
		CNW 437055 - 437098
		CNW 437100 - 437130
		CNW 437132 - 437136
		CNW 437138 - 437147
		CNW 437149 - 437151
Covered Cement Hopper Railcars	140	CNW 437131
		CNW 437148
		CNW 437152 - 437172
		CNW 437174
		CNW 437176 - 437215
		CNW 437219 - 437230
		CNW 437232 - 437242
		CNW 437244 - 437248
		CNW 437250 - 437259
		CNW 437261 - 437289
CNW 437291 - 437299		

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: 1/26/07



Robert W. Alvord