

CHAPMAN AND CUTLER LLP

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July 30, 2007

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
325 E Street, S.W.
Washington, DC 20423-0001

RECORDATION NO. 27094 FILED

Re: Union Pacific Railroad Company
Leveraged Lease Financing
UPRR 2007-D

JUL 30 2007 -11 30 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 Indenture and Security Agreement (UPRR 2007-D), dated as of July 31, 2007, between Wilmington Trust Company, as Owner Trustee (the "*Owner Trustee*"), and Wells Fargo Bank Northwest, National Association, 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 Memorandum of Lease Agreement (UPRR 2007-D), dated as of July 31, 2007, between Union Pacific Railroad Company, as lessee (the "*Lessee*") and Wilmington Trust Company, as Lessor which is being submitted for recording concurrently therewith.

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

Owner Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration
(UPRR 2007-D)

Indenture Trustee: Wells Fargo Bank Northwest, National Association
MAC: U1228-120
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111
Attention: Corporate Trust Department (UPRR 2007-D)

Law Offices of
CHAPMAN AND CUTLER LLP

The equipment covered as of the date hereof by the aforesaid Memorandum of Indenture and Security Agreement consists of the following:

10 EMD SD70ACe Locomotives bearing the reporting marks UP 8565 through UP 8574, inclusive, and 25 GE ES44AC Locomotives bearing the reporting marks UP 7600 through UP 7624, inclusive, 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 2007-D).

A fee of thirty-five dollars (\$35.00) 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:

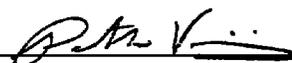
Robert Alvord
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312) 845-3429.

Sincerely,

CHAPMAN AND CUTLER LLP

By


Patrick Vining

PV/meg
Enclosures

EXHIBIT A

EQUIPMENT	UNITS	ROAD NUMBERS
EMD SD70ACe Locomotives	10	UP 8565 through UP 8574, inclusive
GE ES44AC Locomotives	25	UP 7600 through UP 7624, inclusive

**MEMORANDUM OF LEASE AGREEMENT
(UPRR 2007-D)**

Memorandum of Lease Agreement, made and entered into as of July 31, 2007, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*"), and Union Pacific Railroad Company, a Delaware corporation, as Lessee ("*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Lease Agreement (UPRR 2007-D), dated as of July 2, 2007 (the "*Lease Agreement*"), whereby Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

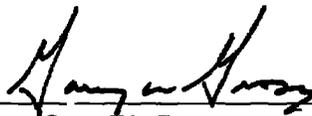
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

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

By _____
Name:
Title:

Executed on this ____ day of July, 2007.

UNION PACIFIC RAILROAD COMPANY

By  _____
Name: Gary W. Grosz
Title: Assistant Treasurer

Executed on this 23 day of July, 2007.

Memorandum of Lease Agreement (UPRR 2007-D)

(Notary)
(STB)

STATE OF Delaware)
)
COUNTY OF New Castle) SS.:

On this, the 23 day of July, 2007, before me, a Notary Public in and for said County and State, personally appeared J. Christopher Murphy, who being by me duly sworn, says that (s)he is the ~~Financial Services Officer~~ of WILMINGTON TRUST COMPANY, that said instrument was signed on July 23, 2007 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.

Bethany J. Taylor
Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

Bethany J. Taylor
Notary Public - State of Delaware
My Comm. Expires Oct. 20, 2007

STATE OF NEBRASKA)
)
COUNTY OF DOUGLAS) SS. _____

On this, the ____ day of July, 2007, 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 July __, 2007, 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)

Memorandum of Lease Agreement (UPRR 2007-D)

(Notary)

(STB)

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

On this, the _____ day of July, 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 WILMINGTON TRUST COMPANY, that said instrument was signed on July __, 2007 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.

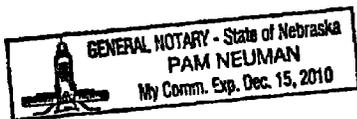
Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF NEBRASKA)
)
) SS:
COUNTY OF DOUGLAS)

On this, the 23 day of July, 2007, 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 July 22, 2007, 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: 12-15-2010
Residing in Omaha, NE

(SEAL)

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	ROAD NUMBERS
EMD SD70ACe Locomotives	10	UP 8565 through UP 8574, inclusive
GE ES44AC Locomotives	25	UP 7600 through UP 7624, inclusive