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September 26, 2007

RECORDATION NO. 26990 <sup>E</sup> <sub>FILED</sub>

SEP 26 07 -9 30 AM

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

**SURFACE TRANSPORTATION BOARD**

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

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 Lease and Indenture Supplement No. 2 (UPRR 2007-A), dated September 27, 2007, among Union Pacific Railroad Company, as lessee (the "Lessee"), First Chicago Leasing Corporation, as lessor (the "Lessor"), 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-A), dated as of May 31, 2007, between Lessor and Lessee which was recorded on May 30, 2007 at 1:15 PM under Recordation Number 26990.

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: First Chicago Leasing Corporation  
c/o JPMorgan Capital Corporation  
10 South Dearborn Street, 12th Floor  
Mail Code IL1-0502  
Chicago, Illinois 60603-2003

CHAPMAN AND CUTLER LLP

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 Services

The equipment covered as of the date hereof by the aforesaid memorandum consists of the following:

27 NRE 3GS-21B "GenSet" Locomotives within the series UPY 2722 through UPY 2760, all as more specifically described in Exhibit A attached hereto.

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

Memorandum of Lease and Indenture Supplement No. 2 (UPRR 2007-A).

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:

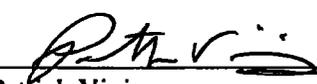
Robert Alvord  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, DC 20036

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

Sincerely,

CHAPMAN AND CUTLER LLP

By

  
Patrick Vining

PV/meg  
Enclosures

**EXHIBIT A**

**UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>ROAD NUMBERS</b>
NRE 3GS-21B "GenSet" Locomotives	27	UPY 2722 through UPY 2731, inclusive, UPY 2742 through UPY 2751, inclusive, UPY 2754 through UPY 2760, inclusive

RECORDATION NO. 26990-E FILED

SEP 26 10 09 30 AM

**MEMORANDUM OF LEASE AND INDENTURE SUPPLEMENT NO. 2  
(UPRR 2007-A)**

**SURFACE TRANSPORTATION BOARD**

Memorandum of Lease and Indenture Supplement No. 2, made and entered into on September 27, 2007, by and among First Chicago Leasing Corporation, a Delaware corporation, as Lessor ("*Lessor*"), Union Pacific Railroad Company, a Delaware corporation, as Lessee ("*Lessee*") and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee (the "*Indenture Trustee*").

**WITNESSETH:**

1. Lessor and Lessee have entered into that certain Lease Agreement (UPRR 2007-A), dated as of May 1, 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 and attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement. Lessor and Indenture Trustee have entered into that certain Indenture and Security Agreement (UPRR 2007-A), dated as of May 1, 2007 (the "*Indenture*"), by which Lessor has granted a security interest to Indenture Trustee in order to secure Lessor's performance of certain obligations as described in the Indenture.

2. Memoranda of said Lease Agreement and said Indenture were recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Lease and Indenture Supplement No. 2 (UPRR 2007-A), dated September 27, 2007, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto and whereby Lessor has granted, pursuant to the above-described Indenture, a security interest therein to the railroad equipment leased to Lessee under the Lease Agreement.

Memorandum of Lease and Indenture Supplement No. 2 (UPRR 2007-A)  
(STB)

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.

FIRST CHICAGO LEASING CORPORATION

By Victoria B. Dal Santo  
Name: Victoria B. Dal Santo  
Title: Vice President

Executed on this 20<sup>th</sup> day of September, 2007.

UNION PACIFIC RAILROAD COMPANY

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

Executed on this \_\_\_\_ day of September, 2007.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION,  
not in its individual capacity, but solely as  
Indenture Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of September, 2007.

Memorandum of Lease and Indenture Supplement No. 2 (UPRR 2007-A)  
(STB)

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.

FIRST CHICAGO LEASING CORPORATION

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of September, 2007.

UNION PACIFIC RAILROAD COMPANY

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

Executed on this 20<sup>th</sup> day of September, 2007.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION,  
not in its individual capacity, but solely as  
Indenture Trustee

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of September, 2007.

Memorandum of Lease and Indenture Supplement No. 2 (UPRR 2007-A)  
(STB)

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.

FIRST CHICAGO LEASING CORPORATION

By \_\_\_\_\_

Name:

Title:

Executed on this \_\_\_\_ day of September, 2007.

UNION PACIFIC RAILROAD COMPANY

By \_\_\_\_\_

Name: Gary W. Grosz

Title: Assistant Treasurer

Executed on this \_\_\_\_ day of September, 2007.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION,  
not in its individual capacity, but solely as  
Indenture Trustee

By \_\_\_\_\_

Name: Scott Rosevear

Title: Vice President

Executed on this 20<sup>th</sup> day of September, 2007.

Memorandum of Lease and Indenture Supplement No. 2 (UPRR 2007-A)  
(Notary)

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

On this, the 20th day of September, 2007, before me, a Notary Public in and for said County and State, personally appeared <sup>Victoria B.</sup>Dal Santo, who being by me duly sworn, says that (s)he is the Vice President of FIRST CHICAGO LEASING CORPORATION, that said instrument was signed on September 20, 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.



(SEAL)

  
Name: Anita Purnell  
Notary Public  
My Commission Expires: July 20, 2008  
Residing in Chicago, IL

Memorandum of Lease and Indenture Supplement No. 2 (UPRR 2007-A)  
(Notary)

STATE OF \_\_\_\_\_ )  
 ) SS:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of September, 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 WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on September \_\_, 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.

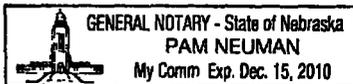
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

STATE OF NEBRASKA )  
 ) SS:  
COUNTY OF DOUGLAS )

On this, the 20<sup>th</sup> day of September, 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 September 20, 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

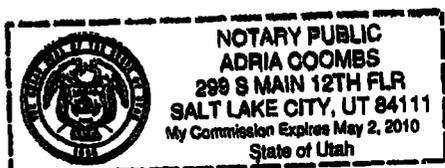
(SEAL)

Memorandum of Lease and Indenture Supplement No. 2 (UPRR 2007-A)  
(Notary)

STATE OF Utah )  
 ) SS:  
COUNTY OF Salt Lake )

On this, the 20<sup>th</sup> day of September, 2007, before me, a Notary Public in and for said County and State, personally appeared Scott Rosevear, who being by me duly sworn, says that (s)he is the Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on September 20, 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.



(SEAL)

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

STATE OF NEBRASKA )  
 ) SS:  
COUNTY OF DOUGLAS )

On this, the \_\_\_\_ day of September, 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 September \_\_, 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)

**EXHIBIT A**

**UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>ROAD NUMBERS</b>
NRE 3GS-21B "GenSet" Locomotives	27	UPY 2722 through UPY 2731, inclusive, UPY 2742 through UPY 2751, inclusive, UPY 2754 through UPY 2760, inclusive

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: 9/26/07



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