

Law Offices of

**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

Salt Lake City  
201 South Main Street  
Salt Lake City, UT 84111  
(801) 533-0066

September 26, 2007

RECORDATION NO. 26990-F **FILED**

SEP 26 07 -9 30 AM

**SURFACE TRANSPORTATION BOARD**

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

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 Assignment (UPRR 2007-A), dated as of September 27, 2007, between Wells Fargo Bank Northwest, National Association, as indenture trustee (the "Indenture Trustee" or the "Assignee"), and First Chicago Leasing Corporation, as lessor (the "Lessor" or the "Assignor"), 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:

Indenture Trustee and Assignee:	Wells Fargo Bank Northwest, National Association MAC: U1228-120 299 South Main Street, 12th Floor Salt Lake City, Utah 84111 Attention: Corporate Trust Services
Lessor and Assignor:	First Chicago Leasing Corporation c/o JPMorgan Capital Corporation 10 South Dearborn Street, 12th Floor Mail Code IL1-0502 Chicago, Illinois 60603-2003

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CHAPMAN AND CUTLER LLP

A description of the equipment covered as of the date hereof by the aforesaid memorandum is:

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 Assignment (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 (312)-845-3429.

Sincerely,

CHAPMAN AND CUTLER LLP

By Patrick Vining  
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

SEP 26 '07 9 30 AM

**MEMORANDUM OF LEASE ASSIGNMENT  
(UPRR 2007-A)**

**SURFACE TRANSPORTATION BOARD**

Memorandum of Lease Assignment, made and entered into as of September 27, 2007, by and between First Chicago Leasing Corporation, a Delaware corporation, as Lessor ("*Lessor*"), and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

**WITNESSETH:**

1. Lessor and Union Pacific Railroad Company ("*Lessee*") have entered into a Lease Agreement (UPRR 2007-A), dated as of May 1, 2007 (as amended, supplemented or modified, the "*Lease Agreement*"), covering certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

2. Memorandum of said Lease Agreement was recorded with the Surface Transportation Board on May 30, 2007 at 1:15 p.m., under recordation number 26990, pursuant to Section 11301 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Indenture and Security Agreement (UPRR 2007-A), dated as of May 1, 2007 (as amended, supplemented or modified, the "*Indenture and Security Agreement*"), and the Lease and Indenture Supplement No. 2, dated September 27, 2007 ("*the Lease and Indenture Supplement*"), pursuant to which First Chicago Leasing Corporation has assigned the aforesaid Lease Agreement, the Lease and Indenture Supplement, and the rents and other proceeds therefrom (with certain exceptions) to Wells Fargo Bank Northwest, National Association, as Indenture Trustee.

4. Memorandum of said Indenture and Security Agreement was recorded with the Surface Transportation Board on May 30, 2007 at 1:20 p.m. under recordation number 26990-A, pursuant to Section 11301 of Title 49 of the United States Code.

5. Memorandum of said Lease and Indenture Supplement was recorded with the Surface Transportation Board on September 26, 2007 at 1:30 p.m., under recordation number 26990-~~E~~ pursuant to Section 11301 of Title 49 of the United States Code.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on 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 24<sup>th</sup> day of September, 2007.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION,  
as Indenture Trustee

By \_\_\_\_\_

Name:

Title:

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

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

FIRST CHICAGO LEASING CORPORATION

By \_\_\_\_\_

Name:

Title:

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

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION,  
as Indenture Trustee

By Scott Rosevear \_\_\_\_\_

Name: Scott Rosevear

Title: Vice President

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

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.

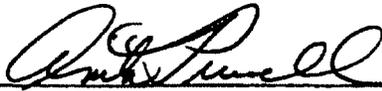
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

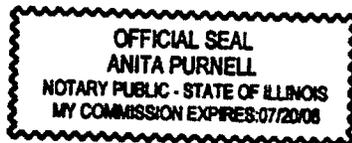
STATE OF ILLINOIS )  
 ) SS.:  
COUNTY OF COOK )

On this, the 24<sup>th</sup> day of September, 2007, before me, a Notary Public in and for said County and State, personally appeared Victoria B. 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 24, 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: Anita Purnell  
Notary Public  
My Commission Expires: July 20, 2008  
Residing in Chicago, IL

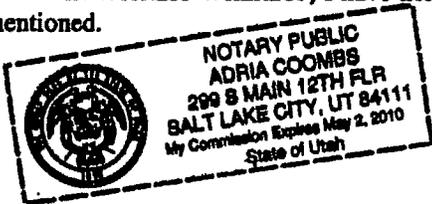
(SEAL)



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

On this, the 24<sup>th</sup> day of September, 2007, before me, a Notary Public in and for said County and State, personally appeared Scott Rosvick, 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 24, 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.



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

(SEAL)

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 FIRST CHICAGO LEASING CORPORATION, that said instrument was signed on September \_\_, 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)

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	ROAD NUMBERS
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