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September 26 2007

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RECORDATION NO. 26990-G 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 Lessee Mortgage Agreement (UPRR 2007-A), dated as of September 27, 2007, by First Chicago Leasing Corporation, as lessor (the "Lessor"), in favor of Union Pacific Railroad Company, as lessee ("Lessee"), 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:

Lessor	First Chicago Leasing Corporation c/o JPMorgan Capital Corporation 10 South Dearborn Street, 12th Floor Mail Code IL1-0502 Chicago, Illinois 60603-2003
Lessee:	Union Pacific Railroad Company 1400 Douglas Street Omaha, Nebraska 68179

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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 Lessee Mortgage Agreement (UPRR 2007-A).

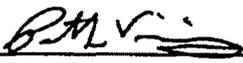
A fee of thirty-five dollars (\$35.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter 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

PV/meg  
Enclosures

**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

RECORDATION NO. 26990-9 FILED

**MEMORANDUM OF LESSEE MORTGAGE AGREEMENT - SEP 26 07 . . . 9 30 AM**  
**(UPRR 2007-A)**

SURFACE TRANSPORTATION BOARD

Memorandum of Lessee Mortgage Agreement, made and entered into on September 27, 2007 by and between FIRST CHICAGO LEASING CORPORATION, a Delaware corporation ("*Lessor*"), and UNION PACIFIC RAILROAD COMPANY, a Delaware corporation ("*Lessee*").

**WITNESSETH:**

The undersigned have entered into that certain Lessee Mortgage Agreement (UPRR 2007-A) (as amended, supplemented or modified, the "*Lessee Mortgage*"), dated May 1, 2007, by which the Lessor has granted a security interest in certain railroad equipment under the Lease Agreement (UPRR 2007-A) (as amended, supplemented or modified, the "*Lease Agreement*") between Lessor and Lessee, bearing road numbers as listed on Exhibit A attached hereto to the Lessee in order to secure the Lessor's performance of its obligations as described in the Lessee Mortgage.

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 21<sup>st</sup> day of September,  
2007.

UNION PACIFIC RAILROAD COMPANY

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

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

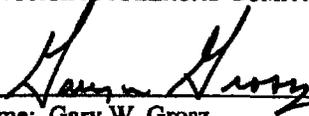
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

FIRST CHICAGO LEASING CORPORATION

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

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

UNION PACIFIC RAILROAD COMPANY

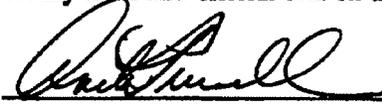
By  \_\_\_\_\_  
Name: Gary W. Grosz  
Title: Assistant Treasurer

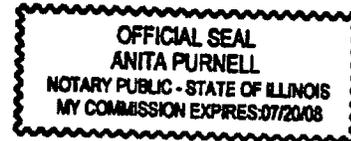
Executed on this 20<sup>th</sup> day of September,  
2007.

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 Victoria B. 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.

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



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:

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.

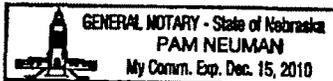
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_  
(SEAL)

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.

**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