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October 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  
395 E Street, S. W.  
Washington, DC 20423-0001

RECORDATION NO. 18741-0 FILED

OCT 26 '07 -10 30 AM

**SURFACE TRANSPORTATION BOARD**

Re: Refinancing of CNW 1994-B Union Pacific Railroad Company  
Leveraged Lease Financing of Railroad Rolling Stock

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 1994-B), dated as of October 30, 2007, between U.S. Bank National Association (successor-in-interest to Shawmut Bank Connecticut, National Association), as owner trustee of the CNW 1994-B 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 1994-B dated as of March 1, 1994 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 March 24, 1994 at 8:35 A.M. under recordation number 18741.

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 1994-B)

Indenture Trustee: BNY Midwest Trust Company  
2 North LaSalle Street, Suite 1020  
Chicago, Illinois 60602  
Attention: Corporate Trust Administration (CNW 1994-B)

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The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture and Security Agreement consists of 239 Rapid Discharge Aluminum Coal Cars bearing the reporting marks and road numbers within the series CNW 880000 through CNW 880249, 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 1994-B).

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 (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson  
Michael D. Robson

MDR:pka  
Enclosures

**EXHIBIT A**

**UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>REPORTING MARKS</b>
<b>Rapid Discharge Aluminum Coal Cars</b>	<b>239</b>	<b>CNW 880000-CNW 880038 CNW 880040-CNW 880078 CNW 880080-CNW 880095 CNW 880097-CNW 880101 CNW 880103-CNW 880133 CNW 880135-CNW 880144 CNW 880146-CNW 880151 CNW 880153-CNW 880161 CNW 880163-CNW 880207 CNW 880209-CNW 880211 CNW 880213-CNW 880222 CNW 880224-CNW 880249</b>

OCT 26 '07 -10 30 AM

MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT  
(CNW 1994-B) SURFACE TRANSPORTATION BOARD

Memorandum of Trust Indenture and Security Agreement (CNW 1994-B) effective as of October 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 1994-B 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 1994-B), dated as of October 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 written below.

U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee of the CNW 1994-B Trust

By 

Name:  
Title: Mark A. Forgetta  
Vice President

Executed on this 19<sup>th</sup> day of October, 2007.

BNY MIDWEST TRUST COMPANY, as Indenture Trustee

By \_\_\_\_\_

Name:  
Title:

Executed on this \_\_\_ day of October, 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 written below.

U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee of the CNW 1994-B Trust

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

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

BNY MIDWEST TRUST COMPANY, as Indenture Trustee

By  \_\_\_\_\_  
Name: **D. G. DONOVAN**  
Title: **VICE PRESIDENT**

Executed on this 12<sup>th</sup> day of October, 2007.

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

On this, the 19<sup>th</sup> day of October, 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 October 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.



Name: KAREN R. FELT  
Notary Public NOTARY PUBLIC  
My Commission Expires 02/28/2009  
Residing in Middletown, Connecticut

(SEAL)

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

On this, the \_\_\_\_\_ day of October, 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 October \_\_\_\_, 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 October, 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 October \_\_\_\_, 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 12<sup>th</sup> day of October, 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 October 12, 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: A. Hernandez  
Notary Public  
My Commission Expires: 7/8/10  
Residing in Cook County

(SEAL)

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
Rapid Discharge Aluminum Coal Cars	239	CNW 880000-CNW 880038 CNW 880040-CNW 880078 CNW 880080-CNW 880095 CNW 880097-CNW 880101 CNW 880103-CNW 880133 CNW 880135-CNW 880144 CNW 880146-CNW 880151 CNW 880153-CNW 880161 CNW 880163-CNW 880207 CNW 880209-CNW 880211 CNW 880213-CNW 880222 CNW 880224-CNW 880249

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: 10/26/07



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