

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

December 27, 2007

RECORDATION NO. 19401-L **FILED**

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

**DEC 27 '07 -8 0 0 AM**

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

**SURFACE TRANSPORTATION BOARD**

**Re: Refinancing of SPT 1995-A Union Pacific Railroad Company  
Leveraged Lease Financing of Equipment**

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Memorandum of Trust Indenture Supplement No. 1 (SPT 1995-A), dated as of January 2, 2008, between U.S. Bank National Association (successor-in-interest to State Street Bank and Trust Company), as owner trustee of the SPT 1995-A Trust (the "*Owner Trustee*"), and Wells Fargo Bank Northwest, N.A., 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 SPT 1995-A dated as of April 25, 1995 between Union Pacific Railroad Company (successor to Southern Pacific 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 May 9, 1995 at 10:10 A.M. under recordation number 19401.

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

**Owner Trustee:** U.S. Bank National Association  
1 Federal Street, 3rd Floor  
Boston, Massachusetts 02110  
Attention: Corporate Trust Services (SPT 1995-A)

**Indenture Trustee:** Wells Fargo Bank Northwest, N.A.  
299 South Main Street, 12th Floor  
MAC: U1228-120 -  
Salt Lake City, Utah 84111  
Attention: Corporate Trust Department (SPT 1995-A)

Law Offices of  
CHAPMAN AND CUTLER LLP

The equipment covered as of the date hereof by the aforesaid Memorandum of Trust Indenture Supplement No. 1 consists of 769 Open Top Hopper Cars bearing the reporting marks and road numbers within the series CTRN 602001 through CTRN 602920, 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 Supplement No. 1 (SPT 1995-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 (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson  
Michael D. Robson

MDR:kk  
Enclosures

**EXHIBIT A**

**UNITS**

| <b>EQUIPMENT</b>     | <b>QUANTITY</b> | <b>REPORTING MARKS</b>   |
|----------------------|-----------------|--|
| Open Top Hopper Cars | 618             | CTRN 602001 - 602007<br>CTRN 602009 - 602010<br>CTRN 602012<br>CTRN 602014 - 602018<br>CTRN 602020<br>CTRN 602022 - 602024<br>CTRN 602026 - 602030<br>CTRN 602032 - 602056<br>CTRN 602058<br>CTRN 602060 - 602062<br>CTRN 602064 - 602066<br>CTRN 602068 - 602079<br>CTRN 602081 - 602094<br>CTRN 602096 - 602108<br>CTRN 602110 - 602130<br>CTRN 602132 - 602141<br>CTRN 602143 - 602153<br>CTRN 602155 - 602157<br>CTRN 602160<br>CTRN 602162 - 602169<br>CTRN 602172<br>CTRN 602174 - 602178<br>CTRN 602180 - 602183<br>CTRN 602185 - 602187<br>CTRN 602190 - 602194<br>CTRN 602196<br>CTRN 602198 - 602209<br>CTRN 602211 - 602250<br>CTRN 602252 - 602258<br>CTRN 602260 - 602262<br>CTRN 602264 - 602281<br>CTRN 602283<br>CTRN 602285<br>CTRN 602287 - 602303<br>CTRN 602305 - 602306<br>CTRN 602308 - 602309<br>CTRN 602311 - 602312<br>CTRN 602314 - 602324 |

CTRN 602326 - 602330  
CTRN 602332 - 602334  
CTRN 602336  
CTRN 602338 - 602339  
CTRN 602341  
CTRN 602343 - 602346  
CTRN 602348 - 602352  
CTRN 602354 - 602357  
CTRN 602360 - 602361  
CTRN 602363 - 602365  
CTRN 602368 - 602373  
CTRN 602375 - 602376  
CTRN 602378 - 602380  
CTRN 602382  
CTRN 602386 - 602392  
CTRN 602394 - 602403  
CTRN 602405 - 602416  
CTRN 602418 - 602422  
CTRN 602424 - 602435  
CTRN 602437  
CTRN 602439 - 602443  
CTRN 602446 - 602457  
CTRN 602459 - 602461  
CTRN 602463 - 602467  
CTRN 602469 - 602485  
CTRN 602487 - 602498  
CTRN 602500 - 602504  
CTRN 602506 - 602511  
CTRN 602513 - 602519  
CTRN 602521  
CTRN 602523 - 602524  
CTRN 602526 - 602530  
CTRN 602532  
CTRN 602534 - 602541  
CTRN 602543 - 602547  
CTRN 602550 - 602551  
CTRN 602554 - 602555  
CTRN 602557  
CTRN 602559 - 602564  
CTRN 602566  
CTRN 602568 - 602571  
CTRN 602573 - 602576  
CTRN 602579 - 602586  
CTRN 602590 - 602594  
CTRN 602597 - 602600  
CTRN 602602 - 602604

CTRN 602606  
CTRN 602609 - 602610  
CTRN 602613  
CTRN 602615 - 602618  
CTRN 602620 - 602621  
CTRN 602623  
CTRN 602625  
CTRN 602629 - 602673  
CTRN 602675 - 602685  
CTRN 602687 - 602688  
CTRN 602690 - 602696  
CTRN 602698  
CTRN 602700 - 602705  
CTRN 602707 - 602716  
CTRN 602719 - 602725  
CTRN 602727 - 602731  
CTRN 602738  
CTRN 602740 - 602742  
CTRN 602747

Open Top Hopper Cars

151

CTRN 602706  
CTRN 602732 - 602737  
CTRN 602743 - 602746  
CTRN 602748 - 602753  
CTRN 602755 - 602760  
CTRN 602762 - 602772  
CTRN 602774 - 602778  
CTRN 602781  
CTRN 602783 - 602786  
CTRN 602788  
CTRN 602790 - 602792  
CTRN 602794 - 602796  
CTRN 602798  
CTRN 602802 - 602810  
CTRN 602812 - 602813  
CTRN 602815 - 602818  
CTRN 602820 - 602824  
CTRN 602827 - 602842  
CTRN 602844 - 602847  
CTRN 602849 - 602852  
CTRN 602855 - 602860  
CTRN 602862 - 602863  
CTRN 602865 - 602867  
CTRN 602869 - 602870  
CTRN 602872 - 602873  
CTRN 602875 - 602877

CTRN 602879 - 602886  
CTRN 602888 - 602896  
CTRN 602898 - 602904  
CTRN 602907 - 602908  
CTRN 602910 - 602920

DEC 27 '07 -8 C O AM

MEMORANDUM OF TRUST INDENTURE SUPPLEMENT NO. 1  
(SPT 1995-A)

SURFACE TRANSPORTATION BOARD

Memorandum of Trust Indenture Supplement No. 1 effective as of January 2, 2008, by and between U.S. Bank National Association (successor-in-interest to State Street Bank and Trust Company), a national banking association, not in its individual capacity, but solely as Owner Trustee of the SPT 1995-A Trust, ("*Owner Trustee*") and Wells Fargo Bank Northwest, N.A., a national banking association, as Indenture Trustee (the "*Indenture Trustee*").

WITNESSETH:

1. The undersigned have entered into that certain Trust Indenture and Security Agreement (SPT 1995-A), dated as of January 2, 2008 (the "*Trust Indenture*"), by which the Owner Trustee has granted a security interest to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Trust Indenture.

2. A memorandum of said Trust Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code.

3. The Owner Trustee has entered into that certain Trust Indenture Supplement No. 1 (SPT 1995-A), dated January 2, 2008, relating to the above-described Trust Indenture and extending the Owner Trustee's grant of a security interest therein to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto.

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.

U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee of the SPT 1995-A Trust

By   
Name: Maryanne V. Dufresne  
Title: Vice President

Executed on this 13 day of December, 2007.

WELLS FARGO BANK NORTHWEST, N.A., as Indenture Trustee

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

Executed on this \_\_\_\_ day of December, 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.

U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee of the SPT 1995-A Trust

By \_\_\_\_\_

Name:

Title:

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

WELLS FARGO BANK NORTHWEST, N.A., as Indenture Trustee

By H. Russell Hettinger

Name:

H. Russell Hettinger

Title:

Vice President

Executed on this 11<sup>th</sup> day of December, 2007.

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

On this, the 13<sup>th</sup> day of December, 2007, before me, a Notary Public in and for said County and State, personally appeared Maryanne Y. Dufresne, 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 December 13<sup>th</sup>, 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.

*Karen R. Felt*

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

(SEAL)

STATE OF UTAH )  
 )  
 ) SS.:  
COUNTY OF SALT LAKE )

On this, the \_\_\_\_ day of December, 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, N.A., that said instrument was signed on December \_\_\_\_, 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 CONNECTICUT )  
 )  
 ) SS.:  
COUNTY OF HARTFORD )

On this, the \_\_\_\_\_ day of December, 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 December \_\_\_\_, 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.

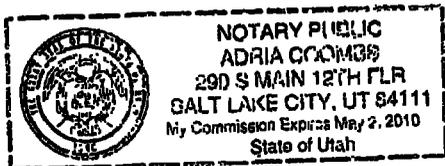
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

STATE OF UTAH )  
 )  
 ) SS.:  
COUNTY OF SALT LAKE )

On this, the 11<sup>th</sup> day of December, 2007, before me, a Notary Public in and for said County and State, personally appeared H. Russell Hettinger, who being by me duly sworn, says that (s)he is the Vice President of WELLS FARGO BANK NORTHWEST, N.A., that said instrument was signed on December 11, 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)

**EXHIBIT A**

**UNITS**

| <b>EQUIPMENT</b>     | <b>QUANTITY</b> | <b>REPORTING MARKS</b>   |
|----------------------|-----------------|--|
| Open Top Hopper Cars | 618             | CTRN 602001 - 602007<br>CTRN 602009 - 602010<br>CTRN 602012<br>CTRN 602014 - 602018<br>CTRN 602020<br>CTRN 602022 - 602024<br>CTRN 602026 - 602030<br>CTRN 602032 - 602056<br>CTRN 602058<br>CTRN 602060 - 602062<br>CTRN 602064 - 602066<br>CTRN 602068 - 602079<br>CTRN 602081 - 602094<br>CTRN 602096 - 602108<br>CTRN 602110 - 602130<br>CTRN 602132 - 602141<br>CTRN 602143 - 602153<br>CTRN 602155 - 602157<br>CTRN 602160<br>CTRN 602162 - 602169<br>CTRN 602172<br>CTRN 602174 - 602178<br>CTRN 602180 - 602183<br>CTRN 602185 - 602187<br>CTRN 602190 - 602194<br>CTRN 602196<br>CTRN 602198 - 602209<br>CTRN 602211 - 602250<br>CTRN 602252 - 602258<br>CTRN 602260 - 602262<br>CTRN 602264 - 602281<br>CTRN 602283<br>CTRN 602285<br>CTRN 602287 - 602303<br>CTRN 602305 - 602306<br>CTRN 602308 - 602309<br>CTRN 602311 - 602312<br>CTRN 602314 - 602324 |

CTRN 602326 - 602330  
CTRN 602332 - 602334  
CTRN 602336  
CTRN 602338 - 602339  
CTRN 602341  
CTRN 602343 - 602346  
CTRN 602348 - 602352  
CTRN 602354 - 602357  
CTRN 602360 - 602361  
CTRN 602363 - 602365  
CTRN 602368 - 602373  
CTRN 602375 - 602376  
CTRN 602378 - 602380  
CTRN 602382  
CTRN 602386 - 602392  
CTRN 602394 - 602403  
CTRN 602405 - 602416  
CTRN 602418 - 602422  
CTRN 602424 - 602435  
CTRN 602437  
CTRN 602439 - 602443  
CTRN 602446 - 602457  
CTRN 602459 - 602461  
CTRN 602463 - 602467  
CTRN 602469 - 602485  
CTRN 602487 - 602498  
CTRN 602500 - 602504  
CTRN 602506 - 602511  
CTRN 602513 - 602519  
CTRN 602521  
CTRN 602523 - 602524  
CTRN 602526 - 602530  
CTRN 602532  
CTRN 602534 - 602541  
CTRN 602543 - 602547  
CTRN 602550 - 602551  
CTRN 602554 - 602555  
CTRN 602557  
CTRN 602559 - 602564  
CTRN 602566  
CTRN 602568 - 602571  
CTRN 602573 - 602576  
CTRN 602579 - 602586  
CTRN 602590 - 602594  
CTRN 602597 - 602600  
CTRN 602602 - 602604

CTRN 602606  
CTRN 602609 - 602610  
CTRN 602613  
CTRN 602615 - 602618  
CTRN 602620 - 602621  
CTRN 602623  
CTRN 602625  
CTRN 602629 - 602673  
CTRN 602675 - 602685  
CTRN 602687 - 602688  
CTRN 602690 - 602696  
CTRN 602698  
CTRN 602700 - 602705  
CTRN 602707 - 602716  
CTRN 602719 - 602725  
CTRN 602727 - 602731  
CTRN 602738  
CTRN 602740 - 602742  
CTRN 602747

Open Top Hopper Cars

151

CTRN 602706  
CTRN 602732 - 602737  
CTRN 602743 - 602746  
CTRN 602748 - 602753  
CTRN 602755 - 602760  
CTRN 602762 - 602772  
CTRN 602774 - 602778  
CTRN 602781  
CTRN 602783 - 602786  
CTRN 602788  
CTRN 602790 - 602792  
CTRN 602794 - 602796  
CTRN 602798  
CTRN 602802 - 602810  
CTRN 602812 - 602813  
CTRN 602815 - 602818  
CTRN 602820 - 602824  
CTRN 602827 - 602842  
CTRN 602844 - 602847  
CTRN 602849 - 602852  
CTRN 602855 - 602860  
CTRN 602862 - 602863  
CTRN 602865 - 602867  
CTRN 602869 - 602870  
CTRN 602872 - 602873  
CTRN 602875 - 602877

CTRN 602879 - 602886  
CTRN 602888 - 602896  
CTRN 602898 - 602904  
CTRN 602907 - 602908  
CTRN 602910 - 602920

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: 12/27/07



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