

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

April 3, 2008

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

Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

RECORDATION NO. 20045-C FILED

APR 03 '08 -8 00 AM

SURFACE TRANSPORTATION BOARD

Re: Refinancing of UPRR 1996-A Union Pacific Railroad Company
Leveraged Lease Financing of Locomotives

Dear Ms. Quinlan:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Memorandum of Indenture and Security Agreement (UPRR 1996-A), dated as of April 7, 2008, between Wells Fargo Bank Northwest, N.A. (successor to First Security Bank of Utah, National Association), as owner trustee of the UPRR 1996-A Trust (the "*Owner Trustee*"), and The Bank of New York Trust Company, 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 Agreement dated as of May 1, 1996 between the Union Pacific Railroad Company, as Lessee and the Owner Trustee, as Lessor, a memorandum of which was recorded with the Surface Transportation Board on May 7, 1996 at 11:50 A.M. under recordation number 20045.

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

Owner 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
(UPRR 1996-A)

Indenture Trustee: The Bank of New York Trust Company, N.A.
2 North LaSalle Street, Suite 1020
Chicago, Illinois 60602
Attention: Corporate Trust Administration
(UPRR 1996-A)

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The equipment covered as of the date hereof by the aforesaid Memorandum of Indenture and Security Agreement consists of 69 GE AC4400CW Diesel Electric Locomotives bearing the reporting marks and road numbers within the series UP 6758 through UP 6826, all as specifically described in Exhibit A attached hereto.

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

Memorandum of Indenture and Security Agreement (UPRR 1996-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

Law Offices of
CHAPMAN AND CUTLER LLP

EXHIBIT A

UNITS

| EQUIPMENT | QUANTITY | REPORTING MARKS |
|-------------------------|-----------------|----------------------------------------|
| GE AC4400CW Locomotives | 25 | UP 6758 - UP 6763 UP 6765 - UP 6783 |
| GE AC4400CW Locomotives | 44 | UP 6764 UP 6784 - UP 6826 |

APR 03 '08 -8 00 AM

**MEMORANDUM OF INDENTURE AND SECURITY AGREEMENT
(UPRR 1996-A)**

SURFACE TRANSPORTATION BOARD

Memorandum of Indenture and Security Agreement (UPRR 1996-A) effective as of April 7, 2008, by and between Wells Fargo Bank Northwest, N.A. (successor to First Security Bank of Utah, National Association), a national banking association, not in its individual capacity, but solely as Owner Trustee of the UPRR 1996-A Trust ("*Owner Trustee*"), and The Bank of New York Trust Company, N.A., a national banking association, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

The undersigned have entered into that certain Indenture and Security Agreement (UPRR 1996-A), dated as of April 7, 2008 (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 first above written.

WELLS FARGO BANK NORTHWEST, N.A., not in its individual capacity, but solely as Owner Trustee of the UPRR 1996-A Trust

By H. Russell Hettinger
Name: H. Russell Hettinger
Title: Vice President

Executed on this 20th day of March, 2008.

THE BANK OF NEW YORK TRUST COMPANY, N.A., as Indenture Trustee

By _____
Name:
Title:

Executed on this ____ day of March, 2008.

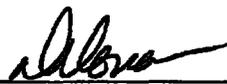
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WELLS FARGO BANK NORTHWEST, N.A., not in its individual capacity, but solely as Owner Trustee of the UPRR 1996-A Trust

By _____
Name:
Title:

Executed on this ____ day of March, 2008.

THE BANK OF NEW YORK TRUST COMPANY, N.A., as Indenture Trustee

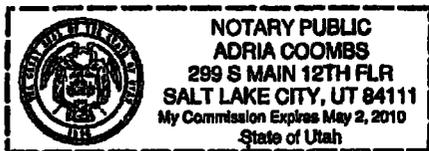
By  _____
Name: **D. G. DONOVAN**
Title: **VICE PRESIDENT**

Executed on this 20th day of March, 2008.

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

On this, the 20th day of March, 2008, 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 March 20, 2008 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 ILLINOIS)
)
) SS.:
COUNTY OF COOK)

On this, the _____ day of March, 2008, 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 THE BANK OF NEW YORK TRUST COMPANY, N.A., that said instrument was signed on March ____, 2008 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 _____ day of March, 2008, 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 March ____, 2008 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.

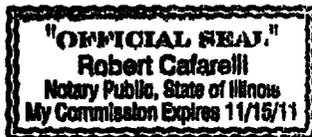
Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

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

On this, the 26th day of March, 2008, 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 THE BANK OF NEW YORK TRUST COMPANY, N.A., that said instrument was signed on March 20, 2008 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.



[Signature]

Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

EXHIBIT A

UNITS

| EQUIPMENT | QUANTITY | REPORTING MARKS |
|--------------------------------|-----------------|------------------------------------------------|
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| GE AC4400CW Locomotives | 44 | UP 6764 UP 6784 - UP 6826 |

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: 4/3/08



Robert W. Alvord