

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 17, 2008

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

RECORDATION NO. 27634-C FILED

SEP 17 '08 -11 50 AM

Re: Union Pacific Railroad Company  
Leveraged Lease Financing  
UPRR 2008-D

SURFACE TRANSPORTATION BOARD

Dear Ms. Quinlan:

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 2008-D), dated as of September 19, 2008, between Wells Fargo Bank Northwest, National Association, as indenture trustee (the "*Indenture Trustee*" or the "*Assignee*"), and Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee (the "*Owner Trustee*" 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 2008-D), dated as of September 19, 2008, between Lessor and Lessee which is being submitted for recording concurrently therewith.

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 Department (UPRR 2008-D)
Owner Trustee and Assignor:	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, Delaware 19890-0001 Attention: Corporate Trust Administration (UPRR 2008-D)

CHAPMAN AND CUTLER LLP

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment consists of the following:

7 EMD SD70ACe Locomotives bearing the reporting marks and road numbers UP 8644 through UP 8650, inclusive; 7 GE ES44AC Locomotives bearing the reporting marks and road numbers UP 7908 through UP 7914, inclusive; and 300 Trinity C5 Covered Hopper Cars bearing the reporting marks and road numbers CMO 21710 through CMO 22009, inclusive, all as specifically described in Exhibit A attached hereto.

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

Memorandum of Lease Assignment (UPRR 2008-D).

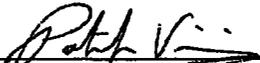
A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not 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**

<b>TYPE</b>	<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>REPORTING MARKS AND ROAD NUMBERS</b>
A	EMD SD70ACe Locomotives	7	UP 8644 through UP 8650, inclusive
B	GE ES44AC Locomotives	7	UP 7908 through UP 7914, inclusive
C	Trinity C5 Covered Hopper Cars	300	CMO 21710 through CMO 22009, inclusive

SEP 17 '08 -11 50 AM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF LEASE ASSIGNMENT  
(UPRR 2008-D)**

Memorandum of Lease Assignment, made and entered into as of September 19, 2008, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*"), and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

**WITNESSETH:**

1. Owner Trustee and Union Pacific Railroad Company ("*Lessee*") have entered into a Lease Agreement (UPRR 2008-D), dated as of September 2, 2008 and Lease and Indenture Supplement No. 1 thereto, dated September 19, 2008, covering certain railroad equipment bearing the reporting marks and road numbers as listed on Exhibit A attached hereto.

2. Memoranda of said Lease Agreement and of said Lease and Indenture Supplement were recorded with the Surface Transportation Board on September 17, 2008 at 11:50 a.m. and 11:50 a.m. under recordation numbers 27634 and 27634-B, respectively, 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 2008-D), dated as of September 2, 2008, and Lease and Indenture Supplement No. 1 thereto, dated September 19, 2008, pursuant to which Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, has assigned the aforesaid Lease Agreement, the aforesaid Lease and Indenture Supplement No. 1, and the rents and other proceeds therefrom (with certain exceptions) to Wells Fargo Bank Northwest, National Association, as Indenture Trustee.

4. Memoranda of said Indenture and Security Agreement and of said Lease and Indenture Supplement No. 1 were recorded with the Surface Transportation Board on September 17, 2008 at 11:50 a.m. and 11:50 a.m., respectively, under recordation numbers 27634-A and 27634-B, respectively, pursuant to Section 11301 of Title 49 of the United States Code.

Memorandum of Lease Assignment (UPRR 2008-D)

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.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By  \_\_\_\_\_  
Name: Erik E. Overcash  
Title: Assistant Vice President

Executed on this 10 day of September, 2008.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, as Indenture Trustee

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

Executed on this \_\_\_ day of September, 2008.

Memorandum of Lease Assignment (UPRR 2008-D)

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.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

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

Executed on this \_\_\_ day of September, 2008.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, as Indenture Trustee

By Michael Arsenault  
Name: Michael Arsenault  
Title: Assistant Vice President

Executed on this 10 day of September, 2008.

STATE OF DELAWARE )  
 ) SS.:  
COUNTY OF NEW CASTLE )

On this, the 10 day of September, 2008, before me, a Notary Public in and for said County and State, personally appeared Erin O'Rcash, who being by me duly sworn, says that (s)he is the Assistant Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on September 10, 2008 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.

Jodee Cangialosi  
Name: JODEE CANGIALOSI  
Notary Public Notary Public - State of Delaware  
My Commission Expires My Comm. Expires June 25, 2009  
Residing in \_\_\_\_\_

(SEAL)

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

On this, the \_\_\_\_ day of September, 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, NATIONAL ASSOCIATION, that said instrument was signed on September \_\_, 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)

Memorandum of Lease Assignment (UPRR 2008-D)

(Notary)

STATE OF DELAWARE )  
 ) SS.:  
COUNTY OF NEW CASTLE )

On this, the \_\_\_ day of September, 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 WILMINGTON TRUST COMPANY, that said instrument was signed on September \_\_, 2008 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)

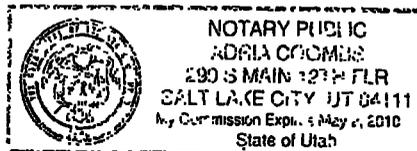
STATE OF UTAH )  
 ) SS.:  
COUNTY OF SALT LAKE )

On this, the 10 day of September, 2008, before me, a Notary Public in and for said County and State, personally appeared Michael Arsenault, who being by me duly sworn, says that (s)he is the Asst. Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on September 10, 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.

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

(SEAL)



**EXHIBIT A**

**UNITS**

<b>TYPE</b>	<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>REPORTING MARKS AND ROAD NUMBERS</b>
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C	Trinity C5 Covered Hopper Cars	300	CMO 21710 through CMO 22009, 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: 9/17/08



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