

Law Offices of

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August 26, 2009

RECORDATION NO. 20827-C FILED

AUG 26 '09 -11 30 AM

SURFACE TRANSPORTATION BOARD

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

Re: Refinancing of UPRR 1997-A-2 Union Pacific Railroad Company
Leveraged Lease Financing of Railroad Equipment

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 1997-A-2), dated as of August 27, 2009, between Wilmington Trust Company (successor to Chase Bank USA, National Association, formerly known as Chase Manhattan Bank Delaware), as owner trustee of the UP 1997 Trust for BNY (the "Owner Trustee"), and Citibank, 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 August 2, 1997 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 August 19, 1997 at 10 49 A M. under recordation number 20827.

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

Owner Trustee. Wilmington Trust Company
1100 North Market Street
Wilmington, Delaware 19890-1605
Attention: Corporate Trust Administration
(UPRR 1997-A-2)

Indenture Trustee. Citibank, N.A
388 Greenwich Street, 14th Floor
New York, New York 10013
Attention: Global Transaction Services
(UPRR 1997-A-2)

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The equipment covered as of the date hereof by the aforesaid Memorandum of Indenture and Security Agreement consists of 64 General Electric model AC4400CW locomotives bearing the reporting marks and road numbers within the series UP 6570 through UP 6627 and UP 6629 through UP 6634, 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 1997-A-2).

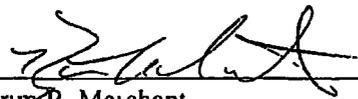
A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not 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 (312-845-3465)

Sincerely,

CHAPMAN AND CUTLER LLP

By 
Karim R. Merchant

KRM dk
Enclosures

Law Offices of
CHAPMAN AND CUTLER LLP

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
General Electric model AC4400CW locomotives	64	UP 6570 – UP 6627 UP 6629 – UP 6634

RECORDATION NO. 20827-2
FILED

AUG 26 '09 -11 30 AM

MEMORANDUM OF INDENTURE AND SECURITY AGREEMENT
(UPRR 1997-A-2)

STATE TRANSPORTATION BOARD

Memorandum of Indenture and Security Agreement (UPRR 1997-A-2) effective as of August 27, 2009, by and between Wilmington Trust Company (successor to Chase Bank USA, National Association, formerly known as Chase Manhattan Bank Delaware), a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee of the UP 1997 Trust for BNY ("*Owner Trustee*"), and Citibank, N.A., a national banking association, as Indenture Trustee ("*Indenture Trustee*").

WITNESSETH:

1. The undersigned have entered into that certain Indenture and Security Agreement (UPRR 1997-A-2), dated as of August 27, 2009 (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 (with certain exclusions and exceptions specified in the Indenture) in order to secure the Owner Trustee's performance of its obligations as described in the Indenture.

2. This Memorandum of said Indenture may be executed in any number of counterparts, all of which together shall constitute a single instrument.

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

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

By  _____

Name: Mark H. Brzoska
Title: Financial Services Officer

Executed on this 17th day of August, 2009

CITIBANK, N.A., not in its individual capacity but solely as Indenture Trustee

By _____

Name:
Title:

Executed on this ___ day of August, 2009

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.

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

By _____
Name:
Title:

Executed on this ____ day of August, 2009.

CITIBANK, N A., not in its individual capacity, but solely as Indenture Trustee

By _____
Name: **John Hannon**
Title: **Vice President**

Executed on this 26 day of August, 2009.

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

On this, the 15th day of August, 2009, before me, a Notary Public in and for said County and State, personally appeared Mark H. Brzoska, who being by me duly sworn, says that (s)he is the Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on August 15, 2009 on behalf of said banking 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 banking corporation.

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

Jacqueline Solone
Name:
Notary Public
My Commission Expires:
Residing in JACQUELINE SOLONE
Notary Public - State of Delaware
My Comm Expires March 28, 2011

(SEAL)

STATE OF NEW YORK)
) SS:
COUNTY OF KINGS)

On this, the _____ day of August, 2009, 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 CITIBANK, N.A, that said instrument was signed on August ____, 2009 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 DELAWARE)
) SS..
COUNTY OF NEW CASTLE)

On this, the _____ day of August, 2009, 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 August __, 2009 on behalf of said banking 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 banking 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 NEW YORK)
) SS..
COUNTY OF KINGS)

On this, the 20th day of August, 2009, before me, a Notary Public in and for said County and State, personally appeared John Hanner, who being by me duly sworn, says that (s)he is the a Vice President of CITIBANK, N A., that said instrument was signed on August 20th, 2009 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.

Zenaida Santiago
Name:
Notary Public
My Commission Expires: 9.18.2010
Residing in New York

(SEAL)

ZENaida SANTIAGO
NOTARY PUBLIC-STATE OF NEW YORK
No. 018A6152564
Qualified in Kings County
My Commission Expires September 18, 2010

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
General Electric model AC4400CW locomotives	64	UP 6570 – UP 6627 UP 6629 – UP 6634

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:

8/26/09



Robert W. Alvord