

Law Offices of

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August 26, 2009

RECORDATION NO. 20829 - E  
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-3 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 Lease Assignment (UPRR 1997-A-3), dated as of August 27, 2009, between Citibank, N.A., as indenture trustee (the "Indenture Trustee" or the "Assignee"), and Wilmington Trust Company (successor to Chase Bank USA, National Association, formerly known as Chase Manhattan Bank Delaware), not in its individual capacity, but solely as owner trustee of the UP 1997 Trust for First Union (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 Lease Agreement dated as of August 3, 1997 between 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 20829

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

Indenture Trustee and Assignee:	Citibank, N A 388 Greenwich Street, 14th Floor New York, New York 10013 Attention: Global Transaction Services (UPRR 1997-A-3)
Owner Trustee and Assignor	Wilmington Trust Company 1100 North Market Street Wilmington, Delaware 19890-1605 Attention Corporate Trust Administration (UPRR 1997-A-3)

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The equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment consists of 42 General Electric model AC4400CW locomotives bearing the reporting marks and road numbers within the series UP 6635 and UP 6655 through UP 6695, 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 1997-A-3)

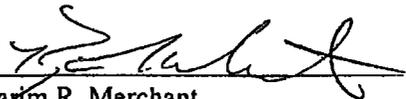
A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not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

RECORDATION NO. 20829-E FILED

AUG 26 '09 -11 30 AM

MEMORANDUM OF LEASE ASSIGNMENT  
(UPRR 1997-A-3)

SURFACE TRANSPORTATION BOARD

Memorandum of Lease Assignment 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 First Union ("*Owner Trustee*"), and Citibank, N A., a national banking association, as Indenture Trustee ("*Indenture Trustee*")

WITNESSETH:

1. Owner Trustee, as Lessor and Union Pacific Railroad Company, as Lessee ("*Lessee*") have entered into a Lease Agreement, dated as of August 3, 1997 (as amended, supplemented or modified, the "*Lease*"), covering certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto, as subsequently amended, modified or supplemented.

2. A memorandum of the Lease was recorded with the Surface Transportation Board on August 19, 1997 at 10:49 A M. under recordation number 20829 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 1997-A-3), dated as of August 27, 2009 (the "*Indenture*"), pursuant to which Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee of the UP 1997 Trust for First Union, has assigned the aforesaid Lease, and the rents and other proceeds therefrom (with certain exclusions and exceptions specified in the Indenture) to Citibank, N A , as Indenture Trustee

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

5. This Memorandum of Lease Assignment 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 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: Mark H. Brzoska  
Title: Financial Services Officer

Executed on this 17<sup>th</sup> 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 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 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 20<sup>th</sup> day of August, 2009



STATE OF UTAH )  
 ) SS  
COUNTY OF SALT LAKE )

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 ~~20~~ day of August, 2009, before me, a Notary Public in and for said County and State, personally appeared John Harmon, who being by me duly sworn, says that (s)he is the President of CITIBANK, N A , that said instrument was signed on August 20, 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 01SA6152564  
Qualified in Kings County  
My Commission Expires September 18, 2010

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
General Electric model AC4400CW locomotives	42	UP 6635 UP 6655 – UP 6695

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