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August 20, 2015

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board (the "*Board*")  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Re: Union Pacific Railroad Company  
Lease of Locomotives  
UPRR 2015-B

Dear Chief:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two (2) executed copies of the Memorandum of Lease Agreement (UPRR 2015-B), dated as of August 20, 2015, between Wilmington Trust Company, as lessor (the "*Lessor*"), and Union Pacific Railroad Company, as lessee (the "*Lessee*"), a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessee: Union Pacific Railroad Company  
1400 Douglas Street  
Omaha, Nebraska 68179

Lessor: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001  
Attention: Corporate Trust Administration (UPRR 2015-B)

The equipment covered by as of the date hereof by the aforesaid Memorandum of Lease Agreement consists of 43 SD70M Diesel Electric Locomotives bearing the reporting marks within the series UP 4837 through UP 5126, all as specifically described in Exhibit A attached hereto.

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

Memorandum of Lease Agreement (UPRR 2015-B).

A fee of forty-three dollars (\$43.00) 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:

Edward M. Luria, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Very truly yours,

CHAPMAN AND CUTLER LLP

By: Michael D. Robson

MDR:dk  
Enclosures

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
SD70M Diesel Electric Locomotives	43	UP 4837 through UP 4849, inclusive UP 4979 through UP 4983, inclusive UP 5036 UP 5103 through UP 5126, inclusive

**MEMORANDUM OF LEASE AGREEMENT  
(UPRR 2015-B)**

Memorandum of Lease Agreement, made and entered into as of August 20, 2015, by and between Wilmington Trust Company, a Delaware trust company, not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*"), and Union Pacific Railroad Company, a Delaware corporation, as Lessee ("*Lessee*").

**WITNESSETH:**

The undersigned have entered into that certain Lease of Railroad Equipment (UPRR 2015-B), dated as of August 20, 2015 (the "*Lease Agreement*"), whereby Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain locomotives bearing reporting marks as listed on Exhibit A attached hereto, effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

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: Assistant Vice President

Executed on this \_\_\_\_ day of August, 2015.

UNION PACIFIC RAILROAD COMPANY

By \_\_\_\_\_  
Name: Gary W. Grosz  
Title: Assistant Treasurer

Executed on this \_\_\_\_ day of August, 2015.

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, 2015.

UNION PACIFIC RAILROAD COMPANY

By  \_\_\_\_\_  
Name: Gary W. Grosz  
Title: Assistant Treasurer

Executed on this \_\_\_\_ day of August, 2015.

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

On this, the 18<sup>th</sup> day of August, 2015, 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 Assistant Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on August 18, 2015 on behalf of said trust company 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 trust company.

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



Ramona L. Ringgold  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

STATE OF NEBRASKA )  
 ) SS.:  
COUNTY OF DOUGLAS )

On this, the \_\_\_\_ day of August, 2015, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on August \_\_\_\_, 2015, on behalf of said corporation by authority of its Board of Directors, and 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 DELAWARE )  
 )  
 ) SS.:  
COUNTY OF NEW CASTLE )

On this, the \_\_\_\_ day of August, 2015, 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 \_\_\_\_, 2015 on behalf of said trust company 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 trust company.

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

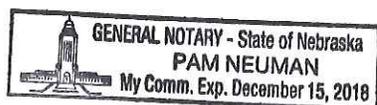
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

STATE OF NEBRASKA )  
 )  
 ) SS.:  
COUNTY OF DOUGLAS )

On this, the \_\_\_\_ day of August, 2015, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on August \_\_\_\_, 2015, on behalf of said corporation by authority of its Board of Directors, and 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.



Pam Neuman  
Name: Pam Neuman  
Notary Public  
My Commission Expires: 12-15-2018  
Residing in Omaha, NE

(SEAL)

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
SD70M Diesel Electric Locomotives	43	UP 4837 through UP 4849, inclusive UP 4979 through UP 4983, inclusive UP 5036 UP 5103 through UP 5126, inclusive

**CERTIFICATION**

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: August 20, 2015

*Edward M Luria*

\_\_\_\_\_  
Edward M. Luria