RECORDATION NO. 31868-A FILED
August 20, 2015 01:30 PM
SURFACE TRANSPORTATION BOARD

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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 Supplement No. 1 (UPRR 2015-B), dated August 20, 2015, between Union Pacific Railroad Company, as lessee (the *"Lessee"*) and Wilmington Trust Company, as lessor (the *"Lessor"*), a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement (UPRR 2015-B), dated as of August 20, 2015, 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:

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)

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The equipment covered by as of the date hereof by the aforesaid Memorandum of Lease Supplement No. 1 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 Supplement No. 1 (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

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MEMORANDUM OF LEASE SUPPLEMENT NO. 1
(UPRR 2015-B)

Memorandum of Lease Supplement No. 1, made and entered into on 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:

1. Lessor and Lessee have entered into that certain Lease of Railroad Equipment (UPRR 2015-B), dated as of August 20, 2015 (the *"Lease Agreement"*), effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement.

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

3. The undersigned have entered into that certain Lease Supplement No. 1 (UPRR 2015-B), dated August 20, 2015, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain locomotives bearing reporting marks as listed on Exhibit A attached hereto.

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 18th 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 COM. EXP. NOTARY PUBLIC 09-16-2015 STATE OF DELAWARE

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.

GENERAL NOTARY - State of Nebraska
PAM NEUMAN
My Comm. Exp. December 15, 2018

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