

Law Offices of

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August 19, 2002

RECORDATION NO. 23996-1 FILED

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

AUG 19 '02 11-35 AM

SURFACE TRANSPORTATION BOARD

Re: Union Pacific Railroad Company  
Replacement of Equipment  
UPRR 2002-A

Dear Mr. Williams:

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 and Indenture Supplement No. 2 (UPRR 2002-A), dated as of August 19, 2002, between Union Pacific Railroad Company, as lessee (the "Lessee") and Wilmington Trust Company, as lessor (the "Lessor"), 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 2002-A), dated as of June 17, 2002, between Lessor and Lessee, filed with the Surface Transportation Board on June 14, 2002 under Recordation Number 23996.

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

Lessee: Union Pacific Railroad Company  
1416 Dodge Street  
Omaha, Nebraska 68179

Owner Trustee/Lessor: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001

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Indenture Trustee: Wells Fargo Bank Northwest, N.A.  
MAC: U1254-031  
79 South Main Street  
Salt Lake City, Utah 84111  
Attention: Corporate Trust Services

The equipment covered by the aforesaid Memorandum of Lease and Indenture Supplement No. 2 consists of one (1) General Electric Company AC4400CW Diesel Electric Locomotive bearing the reporting mark UPRR 5770, as specifically described in Exhibit A attached hereto.

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

Memorandum of Lease and Indenture Supplement No. 2 (UPRR 2002-A) between Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee, as Lessor, Union Pacific Railroad Company, as Lessee, and Wells Fargo Bank Northwest, N.A., as Indenture Trustee.

A fee of thirty dollars (\$30.00) is enclosed. Please time and date stamp the enclosed copy 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  
Suite 301  
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER

By Karl T. Williams  
Karl T. Williams

KTW/db  
Enclosures

Law Offices of  
CHAPMAN AND CUTLER

**EXHIBIT A**

EQUIPMENT	QUANTITY	ROAD NUMBER
Type A: General Electric Company AC4400CW Diesel Electric Locomotive	1	UPRR 5770

**MEMORANDUM OF LEASE AND INDENTURE SUPPLEMENT NO. 2  
(UPRR 2002-A)**

Memorandum of Lease and Indenture Supplement No. 1, made and entered into as of August 19, 2002, by and between Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee, as Lessor ("*Lessor*"), Union Pacific Railroad Company, a Delaware corporation, as Lessee ("*Lessee*") and Wells Fargo Bank Northwest, N.A., a national banking association, as Indenture Trustee (the "*Indenture Trustee*").

**WITNESSETH:**

1. Lessor and Lessee have entered into that certain Lease Agreement (UPRR 2002-A), dated as of June 3, 2002 (the "*Lease Agreement*"), whereby Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain railroad equipment, subject to the term defined in said Lease Agreement. Lessor and Indenture Trustee have entered into that certain Indenture and Security Agreement (UPRR 2002-A), dated as of June 3, 2002 (the "*Indenture*"), by which Lessor has granted a security interest to Indenture Trustee in order to secure Lessor's performance of certain obligations as described in the Indenture.

2. Memoranda of said Lease Agreement, said Indenture and Lease and Indenture Supplement No. 1 thereto have been recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on June 14, 2002 under Recordation Numbers 23996, 23996-A and 23996-B, respectively.

3. The undersigned have entered into that certain Lease and Indenture Supplement No. 2 (UPRR 2002-A), dated as of August 19, 2002, whereby the terms and provisions of the above-described Lease Agreement are, effective as of the date first set forth hereinabove, made applicable to the locomotive bearing the reporting mark as listed on Exhibit A attached hereto and whereby Lessor has granted to Indenture Trustee, pursuant to the above-described Indenture, a security interest in such locomotive leased to Lessee under the Lease Agreement.

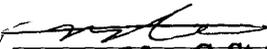
RECORDATION NO. 23996 FILED D

AUG 19 '02 11-35 AM

SURFACE TRANSPORTATION BOARD

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: **Mary C. St. Amand**  
Title: **Assistant Vice President**

Executed on this 9<sup>th</sup> day of August, 2002.

UNION PACIFIC RAILROAD COMPANY

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

Executed on this \_\_\_\_ day of August, 2002.

WELLS FARGO BANK NORTHWEST, N.A.

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

Executed on this \_\_\_\_ day of August, 2002.

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, 2002.

UNION PACIFIC RAILROAD COMPANY

By 

Name: Gary W. Grosz

Title: Assistant Treasurer

Executed on this 10<sup>th</sup> day of August, 2002.

WELLS FARGO BANK NORTHWEST, N.A.

By \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this \_\_\_\_ day of August, 2002.

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, 2002.

UNION PACIFIC RAILROAD COMPANY

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

Executed on this \_\_\_\_ day of August, 2002.

WELLS FARGO BANK NORTHWEST, N.A.

By  \_\_\_\_\_  
Name: **Brett R. King**  
Title: **Vice President**

Executed on this 10<sup>th</sup> day of August, 2002.

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

On this, the 3<sup>rd</sup> day of August, 2002, before me, a Notary Public in and for said County and State, personally appeared Mary C. ST. Amand, who being by me duly sworn, says that (s)he is the ~~Assistant Vice President~~ ASSISTANT VICE PRESIDENT of WILMINGTON TRUST COMPANY, that said instrument was signed on August 9, 2002 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.

Christine L. Migliocco  
Name: **CHRISTINE L. MIGLIOCCO**  
Notary Public **NOTARY PUBLIC**  
My Commission Expires ~~Jan 13 2004~~  
Residing in DELAWARE

(SEAL)

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

On this, the \_\_\_ day of August, 2002, 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 \_\_, 2002, 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 \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of August, 2002, 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 \_\_, 2002 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.

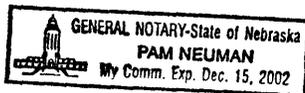
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

STATE OF NEBRASKA )  
 ) SS:  
COUNTY OF DOUGLAS )

On this, the 10<sup>th</sup> day of August, 2002, 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 12, 2002, 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.



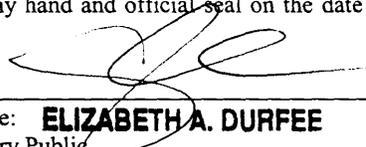
(SEAL)

Pam Neuman  
Name: Pam Neuman  
Notary Public  
My Commission Expires: 12-15-02  
Residing in Omaha, NE

STATE OF Utah )  
Salt Lake ) SS.:  
COUNTY OF \_\_\_\_\_ )

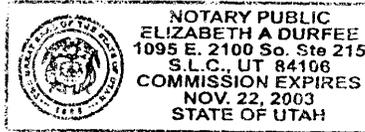
On this, the 10<sup>th</sup> day of August, 2002, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of WELLS FARGO BANK NORTHWEST, N.A., that said instrument was signed on August 12, 2002 on 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: **ELIZABETH A. DURFEE**  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)



**EXHIBIT A**

EQUIPMENT	QUANTITY	ROAD NUMBER
Type A: General Electric Company AC4400CW Diesel Electric Locomotive	1	UPRR 5770