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December 30, 2005

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

REGISTRATION NO.

18420-H
FILED

DEC 30 '05

10-07 AM

SURFACE TRANSPORTATION BOARD

Re: Statement of Change in Reporting Marks

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of a Statement of Change in Reporting Marks addressed to the Surface Transportation Board, dated December 28, 2005, a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents.

The enclosed document relates to documents previously filed with the Interstate Commerce Commission/Surface Transportation Board under recordation numbers 18420 and 18421.

The name and address of the party to the enclosed document is as follows:

Union Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179

The equipment covered as of the date hereof by the aforesaid Statement of Change in Reporting Marks consists of 197 Bi-Level Autoracks, 71 Bi-Level Autoracks and 34 Tri-Level Autoracks; all as specifically described in Exhibit A to the Statement of Change in Reporting Marks described below.

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

Statement of Change in Reporting Marks relating to certain Bi-Level and Tri-Level Autoracks.

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1592070

Law Offices of
CHAPMAN AND CUTLER LLP

A fee of thirty-three dollars (\$33.00) 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, 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 (312-845-3892).

Sincerely,

CHAPMAN AND CUTLER LLP

By Michael D. Robson
Michael D. Robson

MDR/pka
Enclosures



RECORDATION NO. 18420-4 FILED

December 28, 2005

DEC 30 '05 10-07 AM

SURFACE TRANSPORTATION BOARD

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

Re: Statement of Change in Reporting Marks

Dear Mr. Williams:

Please be advised that the reporting marks on certain autoracks previously filed under Recordation Nos. 18420 and 18421 have been changed as indicated on the attached schedule.

Very truly yours,

UNION PACIFIC RAILROAD COMPANY

By *Gary W. Grosz*
Name: Gary W. Grosz
Title: Assistant Treasurer

STATE OF NEBRASKA)
) SS:
COUNTY OF DOUGLAS)

On this, the 28 day of December, 2005, 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 Asst. Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on December 28, 2005, 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.

Deborah L. Vornbrock
NOTARY PUBLIC

(Notarial Seal)
My Commission expires: 1/15/08

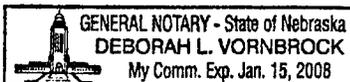


EXHIBIT A

Equipment Description:

Number of Units: one hundred ninety seven (197)
Model: Bi-Level Autoracks

Old Reporting Mark and
Road Numbers

New Reporting Mark and
Road Numbers

UPKL 90603-UPKL 90737
UPKL 90739-UPKL 90797
UPKL 90799-UPKL 90801

UPL 90603-UPL 90737
UPL 90739-UPL 90797
UPL 90799-UPL 90801

Equipment Description:

Number of Units: seventy-one (71)
Model: Bi-Level Autoracks

Old Reporting Mark and
Road Numbers

New Reporting Mark and
Road Numbers

UPKL 90802-UPKL 90872

UPL 90802-UPL 90872

Equipment Description:

Number of Units: thirty-four (34)
Model: Tri-Level Autoracks

Old Reporting Mark and
Road Numbers

New Reporting Mark and
Road Numbers

UPKL 90568-UPKL 90570
UPKL 90572-UPKL 90602

UPL 90568-UPL 90570
UPL 90572-UPL 90602

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: 12/29/05



Robert W. Alvord