

RECORDATION NO. 19494 - X  
FILED

DEC 8 '10 -5 15 PM

STATE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.  
20036  
—  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

December 28, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Renewal, dated as of December 28, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Lease Agreement and related documents previously filed with the Commission under Recordation Number 19494.

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

- Lessee: Union Pacific Railroad Company  
1400 Douglas Street, Stop 1580  
Omaha, Nebraska 68179
  
- Lessor: Wells Fargo Bank Northwest, N.A. (successor  
to First Security Bank of Utah, NA)  
299 South Main Street, 12th Floor  
Salt Lake City, Utah 84111

Chief, Section of Administration  
December 28, 2010  
Page 2

A description of the railroad equipment covered by the enclosed document is:

21 tri-level autoracks: UPL 91329 - UPL 91349.

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

Memorandum of Lease Renewal.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bhs  
Enclosures

DEC 28 '10 -5 15 PM

**MEMORANDUM OF LEASE RENEWAL**

**SURFACE TRANSPORTATION BOARD**

**THIS MEMORANDUM OF LEASE RENEWAL dated December 26, 2010, is made by and between UNION PACIFIC RAILROAD COMPANY ("Lessee"), and WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION (as successor in interest to First Security Bank of Utah), not in its individual capacity, but solely as owner trustee ("Lessor").**

**WITNESSETH**

**1. Pursuant to a Lease Agreement, dated as of June 15, 1995 (the "Equipment Lease"), together with Lease and Indenture Supplement No. 5 dated December 1, 2006 ("Supplement No. 5") (collectively, the "Lease Agreement"), Lessor had agreed to lease to Lessee, and the Lessee had agreed to lease from Lessor the tri-level autoracks described on Exhibit A attached hereto (such tri-level autoracks, the "Railroad Equipment"), among other railcars.**

**2. A memorandum of the Equipment Lease was duly filed and recorded with the Interstate Commerce Commission (predecessor to the Surface Transportation Board (the "Board")) pursuant to the provisions of 49 U.S.C. Section 11303 on June 28, 1995 at 11:00 a.m. under Recordation Number 19494. A memorandum of the Equipment Lease was duly filed and recorded with the Registrar General Canada under Document Key 9857 on June 28, 1995.**

**3. Pursuant to a Renewal Agreement, dated as of December 28, 2010, (the "Renewal Agreement"), Lessor had agreed to continue to lease to Lessee, and the Lessee had agreed to continue to lease from Lessor the Railroad Equipment only.**

**4. The Memorandum of Lease Renewal shall be effective as of the date first set forth hereinabove and the Railroad Equipment shall be subject to the Lease Agreement, as amended by the Renewal Agreement.**

**5. This Memorandum of Lease Renewal may be executed in duplicate originals and any number of counterparts and by different parties in separate counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same instrument.**

IN WITNESS WHEREOF, the parties have caused this Memorandum of Lease Renewal to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor:

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION,  
not in its individual capacity, but solely as owner trustee

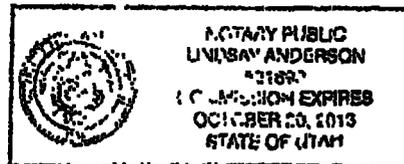
By: Michael Arceneault  
Name: Michael Arceneault  
Title: Assistant Vice President

STATE OF Utah  
COUNTY OF Salt Lake

On this 28<sup>th</sup> day of December, 2010 before me personally appeared Michael Arceneault, to me personally known, who being by me duly sworn, says that he/she is the Asst. Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION and that the foregoing instrument was signed on behalf of said association, and he/she acknowledged that the execution of the foregoing instrument was his/her free act and deed.

Lindsay Anderson  
NOTARY PUBLIC

My commission expires: 10/20/2013



IN WITNESS WHEREOF, the parties have caused this Memorandum of Lease Renewal to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessee:

UNION PACIFIC RAILROAD COMPANY

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

STATE OF Nebraska  
COUNTY OF Douglas

On this 28th day of December, 2010 before me personally appeared Gary W. Grosz, to me personally known, who being by me duly sworn, says that he/she is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY and that the foregoing instrument was signed on behalf of said association, and he/she acknowledged that the execution of the foregoing instrument was his free act and deed.



*Malureen Pong Hinners*  
NOTARY PUBLIC

My commission expires: 12-5-2011

**EXHIBIT A**

UPL91329	Tri-Level Autoracks
UPL91330	Tri-Level Autoracks
UPL91331	Tri-Level Autoracks
UPL91332	Tri-Level Autoracks
UPL91333	Tri-Level Autoracks
UPL91334	Tri-Level Autoracks
UPL91335	Tri-Level Autoracks
UPL91336	Tri-Level Autoracks
UPL91337	Tri-Level Autoracks
UPL91338	Tri-Level Autoracks
UPL91339	Tri-Level Autoracks
UPL91340	Tri-Level Autoracks
UPL91341	Tri-Level Autoracks
UPL91342	Tri-Level Autoracks
UPL91343	Tri-Level Autoracks
UPL91344	Tri-Level Autoracks
UPL91345	Tri-Level Autoracks
UPL91346	Tri-Level Autoracks
UPL91347	Tri-Level Autoracks
UPL91348	Tri-Level Autoracks
UPL91349	Tri-Level Autoracks

**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: \_\_\_\_\_

12/28/12



\_\_\_\_\_  
Robert W. Alvord