

RECORDATION NO 22633-F FILED
June 20, 2012 08:00 AM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

June 20, 2012

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 Supplement No. 1, 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 previously filed with the Board under Recordation Number 22633.

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

Lessor: TELLIMA Verwaltungsgesellschaft mbH & Co.
Vermietungs KG
Unsoldstrabe 2
80538 Munchen
Germany

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

Chief, Section of Administration
June 20, 2012
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A description of the railroad equipment covered by the enclosed document is:

1 locomotive TERMINATED: UP 8242; and 1 locomotive ADDED: UP 8250.

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

Memorandum of Lease Supplement No. 1.

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,



Edward M. Luria

EML/sem
Enclosures

**MEMORANDUM OF LEASE SUPPLEMENT NO. 1
(SUBSTITUTION OF UNITS UNDER LEASE AGREEMENT)**

This MEMORANDUM OF LEASE SUPPLEMENT NO. 1 is made and entered into on June 20, 2012 by and between TELLIMA VERWALTUNGSGESELLSCHAFT MBH & CO. VERMIETUNGS KG ("*Lessor*") and UNION PACIFIC RAILROAD COMPANY ("*Lessee*"). Capitalized terms used herein without definition have the meanings assigned to them in the Lease.

1. Reference is made to that certain Lease Agreement dated November 2, 1999 (as amended and restated, the "*Lease*"), (i) a memorandum of which was duly recorded with the Surface Transportation Board on December 20, 1999 at 11:56 A.M. under Recordation Number 22633 and (ii) a memorandum of which was deposited with the Registrar General of Canada on December 20, 1999 at 11:57 A.M.

2. Pursuant to Lease Supplement No. 1 dated June 20, 2012, between the Lessor and the Lessee, (A) the Lease has been terminated with respect to the casualtyed locomotive set forth on Schedule 1 attached hereto (the "*Casualtyed Unit*") which Casualtyed Unit has been deemed to have suffered an Event of Loss; and (B) the replacement locomotive set forth on Schedule 2 attached hereto (the "*Replacement Item of Equipment*") has been included under the Lease and all of the terms and provisions of the Lease are extended to the Replacement Item of Equipment.

3. This Memorandum shall neither impair nor terminate the rights and obligations of the parties under the Lease which expressly survive this substitution.

Dated this 20th day of June, 2012.

TELLIMA VERWALTUNGSGESELLSCHAFT MBH
& Co. VERMIETUNGS KG

By: 

Name: Franziskus von Ritter

Title: Attorney-in-Fact

UNION PACIFIC RAILROAD COMPANY

By: _____

Name: Gary W. Grosz

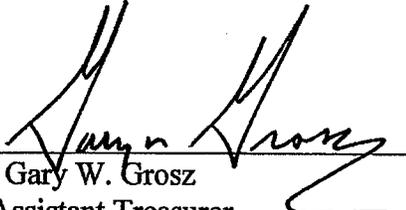
Title: Assistant Treasurer

Dated this 10th day of June, 2012.

TELLIMA VERWALTUNGSGESELLSCHAFT MBH
& Co. VERMIETUNGS KG

By: _____
Name: Franziskus von Ritter
Title: Attorney-in-Fact

UNION PACIFIC RAILROAD COMPANY

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

I certify that I hold the title set forth below, that this instrument was signed on behalf of TELLIMA VERWALTUNGSGESELLSCHAFT MBH & CO. VERMIETUNGS KG, a limited partnership organized under the laws of Germany and registered in Munich, Germany (the "Partnership"), by authority of the power of attorney executed by the Partnership on June __, 2012, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Partnership. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this 4th day of June, 2012.

By: 
Name: Franziskus von Ritter
Title: Attorney-in-Fact

STATE OF NEBRASKA)
)
COUNTY OF DOUGLAS)

On this _____ day of June, 2012, before me personally appeared Gary W. Grosz, to me personally known, who, being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that the foregoing instrument was signed 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.

Notary Public

[Notarial Seal]

My commission expires

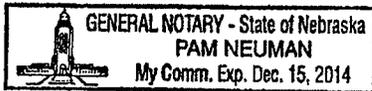
I certify that I hold the title set forth below, that this instrument was signed on behalf of TELLIMA VERWALTUNGSGESELLSCHAFT MBH & CO. VERMIETUNGS KG, a limited partnership organized under the laws of Germany and registered in Munich, Germany (the "Partnership"), by authority of the power of attorney executed by the Partnership on June __, 2012, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Partnership. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this __ day of June, 2012.

By: _____
Name: Franziskus von Ritter
Title: Attorney-in-Fact

STATE OF NEBRASKA)
)
COUNTY OF DOUGLAS)

On this 14th day of June, 2012, before me personally appeared Gary W. Grosz, to me personally known, who, being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that the foregoing instrument was signed 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.



Pam Neuman
Notary Public

[Notarial Seal]

My commission expires

12-15-2014

SCHEDULE 1

| EQUIPMENT | QUANTITY | ROAD NUMBERS |
|----------------------|----------|--------------|
| SD9043MAC Locomotive | 1 | UP 8242 |

SCHEDULE 2

| EQUIPMENT | QUANTITY | ROAD NUMBERS |
|----------------------|----------|--------------|
| SD9043MAC Locomotive | 1 | UP 8250 |

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: 6/20/12

Edward M Luria
Edward M. Luria