

RECORDATION NO 22633-J FILED  
June 20, 2012 08:00 AM  
SURFACE 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](mailto:alvordlaw@aol.com)

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

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 Lessee Mortgage Agreement 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 of Lessee Mortgage Agreement previously filed with the Board under Recordation Number 22633-E.

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 Lessee Mortgage Agreement 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 LESSEE MORTGAGE AGREEMENT SUPPLEMENT NO. 1  
(PARTIAL RELEASE OF SECURITY INTEREST)**

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

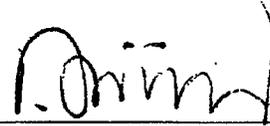
1. Reference is made to that certain Lessee Mortgage Agreement (UPRR 1999 B-3) dated December 20, 1999 (the "*Lessee Mortgage Agreement*"), between Lessor and Lessee, (i) a memorandum of which was duly recorded with the Surface Transportation Board on December 20, 1999 at 11:56 A.M. under Recordation Number 22633-E and (ii) a memorandum of which was deposited with the Registrar General of Canada on December 20, 1999 at 12:02 P.M.

2. Pursuant to Lessee Mortgage Agreement Supplement No. 1 dated June 20, 2012, (A) the Lessee has terminated, released and discharged its security interest in the casualty locomotive (the "*Casualty Unit*") set forth on Schedule 1 attached hereto which Casualty 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 made subject to the lien of the Lessee Mortgage Agreement.

Dated this 20 day of June, 2012.

TELLIMA VERWALTUNGSGESELLSCHAFT MBH  
& CO. VERMIETUNGS KG, as Lessor

By: \_\_\_\_\_



Name: Franziskus von Ritter

Title: Attorney-in-Fact

UNION PACIFIC RAILROAD COMPANY  
as Lessee

By: \_\_\_\_\_

Name: Gary W. Grosz

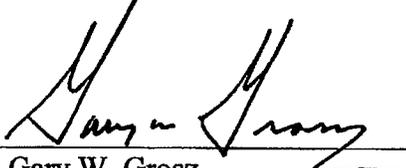
Title: Assistant Treasurer

Dated this 20 day of June, 2012.

TELLIMA VERWALTUNGSGESELLSCHAFT MBH  
& Co. VERMIETUNGS KG, as Lessor

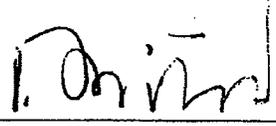
By: \_\_\_\_\_  
Name: Franziskus von Ritter  
Title: Attorney-in-Fact

UNION PACIFIC RAILROAD COMPANY  
as Lessee

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 14<sup>th</sup> 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 Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that the foregoing instrument was signed on behalf of said company 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 company.

\_\_\_\_\_  
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.

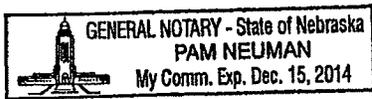
By: \_\_\_\_\_

Name: Franziskus von Ritter

Title: Attorney-in-Fact

STATE OF NEBRASKA        )  
  )  
COUNTY OF DOUGLAS        )

On this 4<sup>th</sup> 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 Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that the foregoing instrument was signed on behalf of said company 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 company.



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