

RECORDATION NO 30382-G  
FILED  
November 14, 2012 12:45 PM  
SURFACE TRANSPORTATION BOARD

November 14, 2012

Chief  
Section of Administration  
Office of the Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, DC 20423-0001

Re: Union Pacific Railroad Company  
Capital Lease Financing  
UPRR 2012-A

Dear Section Chief:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, a copy of the Memorandum of Lease and Indenture Supplement No. 4 (UPRR 2012-A), dated as of November 15, 2012, among Union Pacific Railroad Company, as lessee (the "Lessee"), PNC Equipment Finance, LLC, as lessor (the "Lessor"), and Wells Fargo Bank Northwest, National Association, as indenture trustee (the "Indenture Trustee"), 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 2012-A), dated as of September 13, 2012, between Lessor and Lessee which was filed with your office on February 12, 2012 under recordation number 30382.

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

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

Lessor: PNC Equipment Finance, LLC  
995 Dalton Avenue  
Cincinnati, OH 45203

Chapman and Cutler LLP

Indenture Trustee: Wells Fargo Bank Northwest, National Association  
MAC: U1228-120  
260 North Charles Lindburgh Drive  
Salt Lake City, Utah 84116  
Attention: Corporate Trust Department

A description of the equipment covered as of the date hereof by the aforesaid memorandum is:

74 GE AC4400CW Locomotives within the series SP 309 - SP 352 and  
UP 6170 - UP 6424 as more 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. 4 (UPRR 2012-A).

A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of 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:

Edward M. Luria, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, DC 20036

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

Sincerely,

CHAPMAN AND CUTLER LLP

By Karl T. Williams  
Karl T. Williams

KTW/db  
Enclosures

**EXHIBIT A**

**TYPE D EQUIPMENT**

<b>TYPE OF EQUIPMENT</b>	<b>QUANTITY</b>	<b>UNIT NUMBERS</b>
GE AC4400CW Locomotives	74	SP 309 SP 319 SP 335 SP 343 SP 352 UP 6170 UP 6197 UP 6216 UP 6248 UP 6302 UP 6325 UP 6326 UP 6328 UP 6340 UP 6348 through UP 6352, inclusive UP 6354 through UP 6363, inclusive UP 6365 through UP 6372, inclusive UP 6374 UP 6377 through UP 6379, inclusive UP 6381 through UP 6383, inclusive UP 6385 through UP 6389, inclusive UP 6391 UP 6392 UP 6394 UP 6396 through UP 6398, inclusive UP 6400 UP 6402 through UP 6413, inclusive UP 6415 through UP 6419, inclusive UP 6424

**MEMORANDUM OF LEASE AND INDENTURE SUPPLEMENT NO. 4  
(UPRR 2012-A)**

Memorandum of Lease and Indenture Supplement No. 4 (UPRR 2012-A), made and entered into as of November 15, 2012, by and among PNC EQUIPMENT FINANCE, LLC, a Delaware limited liability company, as Lessor ("*Lessor*"), Union Pacific Railroad Company, a Delaware corporation, as Lessee ("*Lessee*") and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee (the "*Indenture Trustee*").

**WITNESSETH:**

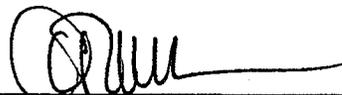
1. Lessor and Lessee have entered into that certain Lease Agreement (UPRR 2012-A), dated as of September 1, 2012 (the "*Lease Agreement*"), effective as of the date first set forth hereinabove and subject to the term defined in said Lease Agreement. Lessor and Indenture Trustee have entered into that certain Indenture and Security Agreement (UPRR 2012-A), dated as of September 1, 2012 (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 and said Indenture were recorded with the Surface Transportation Board on February 12, 2012 pursuant to Section 11301 of Title 49 of the United States Code under recordation numbers 30382 and 30382-A, respectively.

3. The undersigned have entered into that certain Lease and Indenture Supplement No. 4 (UPRR 2012-A), dated November 15, 2012, whereby the terms and provisions of the above-described Lease Agreement are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto and whereby Lessor has granted, pursuant to the above-described Indenture, a security interest therein to the railroad equipment leased to Lessee under the Lease Agreement.

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.

PNC EQUIPMENT FINANCE, LLC

By   
Name: **Cheree F. Kurela**  
Title: **Vice President**

Executed on this 7<sup>th</sup> day of November, 2012.

UNION PACIFIC RAILROAD COMPANY

By \_\_\_\_\_  
Name: Gary W. Grosz  
Title: Assistant Treasurer

Executed on this \_\_\_\_ day of November, 2012.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION,  
not in its individual capacity, but solely as  
Indenture Trustee

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

Executed on this \_\_\_\_ day of November, 2012.

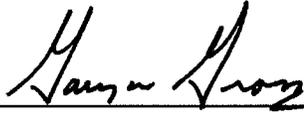
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

PNC EQUIPMENT FINANCE, LLC

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

Executed on this \_\_\_\_ day of November, 2012.

UNION PACIFIC RAILROAD COMPANY

By   
Name: Gary W. Grosz  
Title: Assistant Treasurer

Executed on this 7<sup>th</sup> day of November, 2012.

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION, not in its individual capacity,  
but solely as Indenture Trustee

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

Executed on this \_\_\_\_ day of November, 2012.



**EXHIBIT A**

**TYPE D EQUIPMENT**

<b>TYPE OF EQUIPMENT</b>	<b>QUANTITY</b>	<b>UNIT NUMBERS</b>
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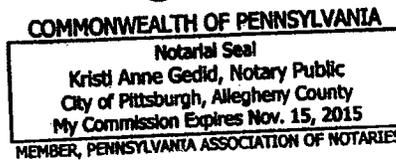
COMMONWEALTH OF Pennsylvania )  
 ) SS.:  
COUNTY OF Allegheny )

On this, the 7<sup>th</sup> day of November, 2012, before me, a Notary Public in and for said County and State, personally appeared Cheree F. Kurda who being by me duly sworn, says that (s)he is the Vice President of PNC EQUIPMENT FINANCE, LLC, that said instrument was signed on November 7, 2012 on behalf of said limited liability company 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 limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Kristi Anne Gedid  
Name: Kristi Anne Gedid  
Notary Public  
My Commission Expires: November 15, 2015  
Residing in Allegheny County

(SEAL)



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

On this, the \_\_\_ day of November, 2012, 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 November \_\_, 2012, 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)

Memorandum of Lease and Indenture Supplement No. 4 (UPRR 2012-A)  
(STB)  
(Notary)

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of November, 2012, 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 PNC EQUIPMENT FINANCE, LLC, that said instrument was signed on November \_\_, 2012 on behalf of said limited liability company 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 limited liability company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

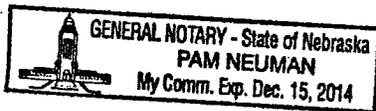
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

STATE OF NEBRASKA )  
 ) SS:  
COUNTY OF DOUGLAS )

On this, the 7<sup>th</sup> day of November, 2012, 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 November 7, 2012, 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.



Pam Neuman  
Name: Pam Neuman  
Notary Public  
My Commission Expires: 12-15-2014  
Residing in Omaha, NE

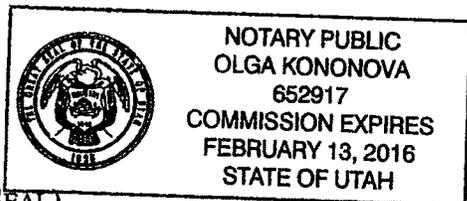
(SEAL)

Memorandum of Lease and Indenture Supplement No. 4 (UPRR 2012-A)  
(STB)  
(Notary)

STATE OF UTAH )  
 ) SS:  
COUNTY OF SALT LAKE )

On this, the 6th day of November, 2012, before me, a Notary Public in and for said County and State, personally appeared Michael Arsenault, who being by me duly sworn, says that ~~(s)~~he is the Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on November 6, 2012 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.



(SEAL)

A handwritten signature in black ink, appearing to read "Olga Kononova".

\_\_\_\_\_  
Name: Olga Kononova  
Notary Public  
My Commission Expires: February 13, 2016  
Residing in Salt lake City, Utah

Memorandum of Lease and Indenture Supplement No. 4 (UPRR 2012-A)  
(STB)  
(Notary)

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: 4/14/12

Edward M Luria  
Edward M. Luria