

RECORDATION NO. 20367-B FILED

NOV 11 8 00 AM

SURFACE TRANSPORTATION BOARD

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

November 10, 2011

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 Statement of Change in Reporting Marks and/or Road Number, dated as of November 10, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Trust Agreement previously filed with the Board under Recordation Number 20367.

The name and address of the party to the enclosed document are:

Railroad: Union Pacific Railroad Company
1400 Douglas Street
Omaha, NE 68179

Chief
Section of Administration
November 10, 2011
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A description of the railroad equipment covered by the enclosed document
is

11 locomotives formerly within the series UP 7000 - UP 7075, remarked
within the series UP 7390 – UP 7509 have now been remarked within the
series UP 6888 – UP 6897 and UP 7016 - 7066 as more particularly set
forth in the attachment to the document.

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

Statement of Change in Reporting Marks and/or Road Number

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

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SURFACE TRANSPORTATION BOARD

November 10, 2011

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

Re: Statement of Change in Reporting Marks and/or Road Numbers,
STB Recordation File Number 20367

Dear Section Chief:

Please be advised that the reporting marks and/or road numbers of the locomotives identified in the attached schedule have been, or will be, changed as set forth therein.

UNION PACIFIC RAILROAD COMPANY

By: _____

A handwritten signature in black ink, appearing to be "J. Theisen", written over a horizontal line.

James J. Theisen, Jr.
Associate General Counsel

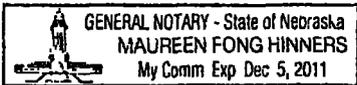
Attachment

STATE OF NEBRASKA)
) ss:
COUNTY OF DOUGLAS)

On this 10th day of November 2011, before me, a Notary Public in and for said County and State, personally appeared James J. Theisen, Jr., who being by me duly sworn, says that he is the Associate General Counsel of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed, on behalf of said corporation and he acknowledged that the execution of said instrument was the free act and deed of the corporation.

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

Maureen Fong Hinnners
NOTARY PUBLIC



SEAL

**Union Pacific Equipment Trust Series H
Equipment Trust Agreement dated as of November 15, 1996**

Previous STB Recordation File Number 20367

<u>Manufacturer & Description</u>	<u>Mark</u>	<u>Original Number</u>	<u>Initial Renumbering*</u>	<u>Current Number</u>
GE Transportation System (General Electric Company) AC6000CW diesel electric locomotives	UP	7000	7500	6888
	UP	7001	7501	6889
	UP	7002	7502	6890
	UP	7009	7509	6897
GE Transportation System (General Electric Company) AC4400/6000CW diesel electric locomotives	UP	7064	7390	7066
	UP	7065	7391	7052
	UP	7066	7392	7054
	UP	7067	7393	7057
	UP	7068	7394	7016
	UP	7072	7398	7035
	UP	7075	7401	7064

* Statement of Change in Reporting Marks and/or Road Number filed with the STB on December 18, 2008 (Recordation File No. 20367-A).

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 11/10/11

Edward M Luria
Edward M Luria