

RECORDATION NO 22633-G 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 First Mortgage 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 First Mortgage previously filed with the Board under Recordation Number 22633-A.

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

| | |
|-------------------|--|
| Mortgagor: | TELLIMA Verwaltungsgesellschaft mbH & Co. Vermietungs KG Unsoldstrabe 2 80538 Munchen Germany |
| Lessee: | Union Pacific Railroad Company 1400 Douglas Street Omaha, Nebraska 68179 |
| Security Trustee: | Wells Fargo Bank Northwest, National Association (successor-in-interest to First Security Bank, National Association) 299 South Main Street, 12th Floor Salt Lake City, Utah 84111 |

Chief, Section of Administration
June 20, 2012
Page 2

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

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

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

Memorandum of First Mortgage 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 FIRST MORTGAGE SUPPLEMENT NO. 1
(PARTIAL RELEASE OF SECURITY INTEREST)**

THIS MEMORANDUM OF FIRST MORTGAGE SUPPLEMENT NO. 1 dated June 20, 2012 is made and entered into by and among TELLIMA VERWALTUNGSGESELLSCHAFT MBH & CO. VERMIETUNGS KG (the "*Mortgagor*"), UNION PACIFIC RAILROAD COMPANY (the "*Company*") and WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, successor-in-interest to First Security Bank, National Association (the "*Security Trustee*"). Capitalized terms used herein without definition have the meanings assigned to them in the First Mortgage.

1. Reference is made to that certain First Mortgage (UPRR 1999 B-3) dated December 20, 1999 (as amended and supplemented, the "*First Mortgage*"), among the Mortgagor, the Company and the Security Trustee, (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-A and (ii) a memorandum of which was deposited with the Registrar General of Canada on December 20, 1999 at 12:01 P.M.

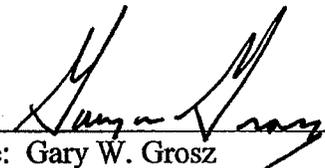
2. Pursuant to First Mortgage Supplement No. 1 dated June 20, 2012, among the Mortgagor, the Company and the Security Trustee, (A) the Security Trustee has terminated, released and discharged its security interest in the casualty locomotive (the "*Casualty Unit*") set forth on Schedule 1 attached hereto 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 First Mortgage.

Dated this ____ 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

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION (successor-in-interest to First
Security Bank, National Association),
as Security Trustee

By: _____
Name: _____
Title: _____

Dated this ____ 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

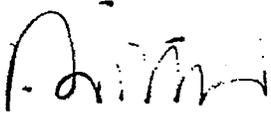
By: _____
Name: Gary W. Grosz
Title: Assistant Treasurer

WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION (successor-in-interest to First
Security Bank, National Association)
as Security Trustee

By:  _____
Name: Michael Arsenault
Title: Vice President

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 14th 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 on such day 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

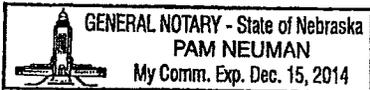
I certify that I hold the title set forth below, that this instrument was signed on behalf of TELLIMA VERWALTUNGSGESELLSCHAFT MBH & CO. VERMIETUNGS KG, a limited partnership organized under the laws of Germany and registered in Munich, Germany (the "Partnership"), by authority of the power of attorney 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 on such day 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

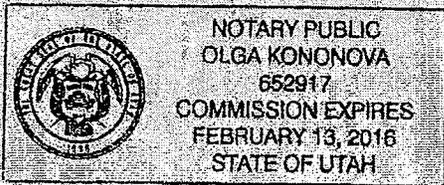
[Notarial Seal]

My commission expires

12-15-2014

STATE OF UTAH)
)
COUNTY OF SALT LAKE)

On this 4th day of June, 2012, before me personally appeared Michael Arsenault, to me personally known, who, being by me duly sworn, says that he is a Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that the foregoing instrument was signed on behalf of said association 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 association.



[Handwritten Signature]

Notary Public

My commission expires

February 13, 2016

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