

RECORDATION NO 22633-H 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 Mortgage Supplement No. 2, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Mortgage Supplement previously filed with the Board under Recordation Number 22633-B.

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

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

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

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

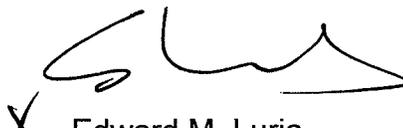
A short summary of the document to appear in the index is:

Memorandum of Mortgage Supplement No. 2.

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 MORTGAGE SUPPLEMENT NO. 2
(PARTIAL RELEASE OF SECURITY INTEREST)**

This MEMORANDUM OF MORTGAGE SUPPLEMENT NO. 2 dated June 20, 2012 is made and entered into by and between UNION PACIFIC RAILROAD COMPANY (the "*Borrower*") and WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, successor-in-interest to First Security Bank, National Association (the "*Indenture Trustee*"). Capitalized terms used herein without definition have the meanings assigned to them in the Mortgage.

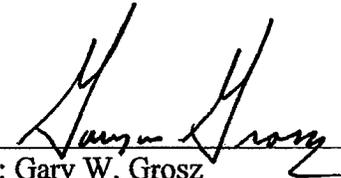
1. Reference is made to that certain Trust Indenture, Mortgage and Security Agreement (UPRR 1999 B-3) dated December 20, 1999 (as amended and supplemented, the "*Mortgage*"), between the Borrower and the Indenture Trustee, (i) a memorandum of which was duly recorded with the Surface Transportation Board on December 20, 1999 at 11:56 A.M. under Recordation Number 22633-B and (ii) a memorandum of which was deposited with the Registrar General of Canada on December 20, 1999 at 11:58 A.M.

2. Pursuant to Mortgage Supplement No. 2 dated June 20, 2012, between the Borrower and the Indenture Trustee, (A) the Indenture 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 Mortgage.

Dated this ____ day of June, 2012.

UNION PACIFIC RAILROAD COMPANY,
as Borrower

By: _____


Name: Gary W. Grosz
Title: Assistant Treasurer

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

By: _____

Name: _____

Title: _____

Dated this ____ day of June, 2012.

UNION PACIFIC RAILROAD COMPANY,
as Borrower

By: _____

Name: Gary W. Grosz
Title: Assistant Treasurer

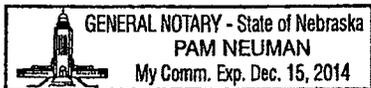
WELLS FARGO BANK NORTHWEST, NATIONAL
ASSOCIATION (successor-in-interest to First
Security Bank, National Association),
as Indenture Trustee

By: _____

Michael Arsenault
Name: Michael Arsenault
Title: Vice President

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 _____ day of June, 2012, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that (s)he is _____ 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 (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Notary Public

[Notarial Seal]

My commission expires

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.

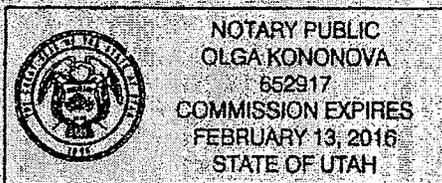
Notary Public

[Notarial Seal]

My commission expires _____

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.



My commission expires _____

February 13, 2016

Notary Public

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