

RECORDATION NO 30382-A

FILED

September 12, 2012 02:15 PM

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Chicago, Illinois 60601  
SURFACE TRANSPORTATION BOARD

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September 12, 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 Indenture and Security Agreement (UPRR 2012-A), dated as of September 1, 2012, between 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 Union Pacific Railroad Company, as lessee (the "Lessee") and PNC Equipment Finance, LLC, as Lessor which is being submitted for recording concurrently therewith.

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

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

**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

Chapman and Cutler LLP

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

269 GE AC4400CW Locomotives within the Series SP 107 - SP 266 and UP 6148 - UP 6895 as more specifically described in Exhibit A attached hereto.

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

Memorandum of Indenture and Security Agreement (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 A EQUIPMENT**

<b>TYPE OF EQUIPMENT</b>	<b>QUANTITY</b>	<b>UNIT NUMBERS</b>
GE AC4400CW Locomotives	100	SP 107 SP 144 SP 177 SP 187 SP 192 UP 6148 through UP 6164, inclusive UP 6166 through UP 6169, inclusive UP 6171 through UP 6196, inclusive UP 6198 through UP 6215, inclusive UP 6217 through UP 6235, inclusive UP 6237 through UP 6239, inclusive UP 6241 through UP 6243, inclusive UP 6245 UP 6246 UP 6272 UP 6347 UP 6399

**TYPE B EQUIPMENT**

<b>TYPE OF EQUIPMENT</b>	<b>QUANTITY</b>	<b>UNIT NUMBERS</b>
GE AC4400CW Locomotives	100	SP 266 UP 6236 UP 6240 UP 6244 UP 6249 through UP 6251, inclusive UP 6253 UP 6255 through UP 6271, inclusive UP 6273 through UP 6277, inclusive UP 6279 through UP 6282, inclusive UP 6284 through UP 6296, inclusive UP 6298 UP 6299 UP 6301 UP 6303 through UP 6307, inclusive UP 6309 through UP 6323, inclusive UP 6327 UP 6329 through UP 6339, inclusive

<b>TYPE OF EQUIPMENT</b>	<b>QUANTITY</b>	<b>UNIT NUMBERS</b>
		UP 6343 through UP 6346, inclusive
		UP 6353
		UP 6373
		UP 6375
		UP 6376
		UP 6380
		UP 6384
		UP 6390
		UP 6393
		UP 6401
		UP 6420 through UP 6423, inclusive
		UP 6895

**TYPE C EQUIPMENT**

<b>TYPE OF EQUIPMENT</b>	<b>QUANTITY</b>	<b>UNIT NUMBERS</b>
GE AC4400CW Locomotives	69	UP 6758 through UP 6826, inclusive

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**MEMORANDUM OF INDENTURE AND SECURITY AGREEMENT  
(UPRR 2012-A)**

Memorandum of Indenture and Security Agreement (UPRR 2012-A), made and entered into as of September 13, 2012, by and between PNC EQUIPMENT FINANCE, LLC, a Delaware limited liability company, as Lessor ("*Lessor*"), and Wells Fargo Bank Northwest, National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

**WITNESSETH:**

The undersigned 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 in certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure Lessor's performance of its obligations as described in the Indenture.

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: Cherec F. Kurela  
Title: Vice President

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

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION,  
as Indenture Trustee

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

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

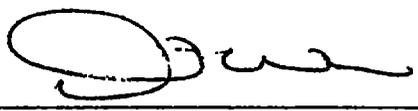
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

PNC EQUIPMENT FINANCE, LLC

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

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

WELLS FARGO BANK NORTHWEST, NATIONAL  
ASSOCIATION,  
as Indenture Trustee

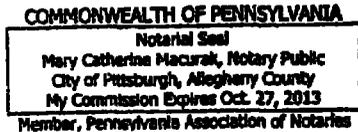
By  \_\_\_\_\_  
Name: David Wall  
Title: Assistant Vice President

Executed on this 4<sup>th</sup> day of September, 2012.

STATE OF PENNSYLVANIA )  
 ) SS.:  
COUNTY OF ALLEGHENY )

On this, the 7th day of September, 2012, before me, a Notary Public in and for said County and State, personally appeared Cheree F. Kurela, 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 September 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.



(SEAL)

Mary Catherine Macurak  
Name: \_\_\_\_\_  
Notary Public  
My Commission Expires: \_\_\_\_\_  
Residing in Pittsburgh Pa

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

On this, the \_\_\_ day of September, 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 WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on September \_\_, 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.

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

(SEAL)

Memorandum of Indenture and Security Agreement (UPRR 2012-A)  
Notary

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

On this, the \_\_\_ day of September, 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 September \_\_, 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.

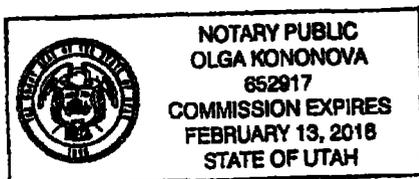
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

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

On this, the 4th day of September, 2012, before me, a Notary Public in and for said County and State, personally appeared David Wall, who being by me duly sworn, says that he is the Assistant Vice President of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, that said instrument was signed on September 4, 2012 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.

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



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

Memorandum of Indenture and Security Agreement (UPRR 2012-A)  
Notary

**EXHIBIT A**

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<b>TYPE OF EQUIPMENT</b>	<b>QUANTITY</b>	<b>UNIT NUMBERS</b>
GE AC4400CW Locomotives	69	UP 6758 through UP 6826, inclusive