

Law Offices of

CHAPMAN AND CUTLER LLP

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080
Telephone (312) 845-3000
Facsimile (312) 701-2361
chapman.com

San Francisco
595 Market Street
San Francisco, CA 94105
(415) 541-0500

Salt Lake City
201 South Main Street
Salt Lake City, UT 84111
(801) 522-0066

January 2, 2009

Ms. Anne K. Quinlan, Acting Secretary
Surface Transportation Board
395 E Street, S. W.
Washington, DC 20423-0001

RECORDATION NO. 19080-9 FILED

JAN 02 '09 -2 15 PM

SURFACE TRANSPORTATION BOARD

Re: Union Pacific Railroad Company
Termination of Trust Indenture and Security Agreement (CNW 1994-B)

Dear Ms. Quinlan:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, an executed copy of the Termination of Trust Indenture and Security Agreement (CNW 1994-B) dated as of January 2, 2009, between U.S. Bank National Association (successor to Shawmut Bank Connecticut, National Association), as owner trustee (the "Owner Trustee"), and The Bank of New York Mellon Trust Company, N.A. (successor to Harris Trust and Savings Bank), as indenture trustee (the "Indenture Trustee").

The enclosed document relates to the Trust Indenture and Security Agreement (CNW 1994-B) dated as of December 1, 1994, between the Owner Trustee and the Indenture Trustee which was recorded (or a memorandum of which was recorded) with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on December 9, 1994 at 11:35 A.M. under recordation number 19080-A.

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

Owner Trustee: U.S. Bank National Association
225 Asylum Street, 23rd Floor
Hartford, Connecticut 06103
Attention: Corporate Trust Services
(CNW 1994-B)

Indenture Trustee: The Bank of New York Mellon Trust Company, N.A.
2 North LaSalle Street, Suite 1020
Chicago, Illinois 60602
Attention: Corporate Trust Administration (CNW 1994-B)

Law Offices of
CHAPMAN AND CUTLER LLP

The equipment covered by the aforesaid Termination of Trust Indenture and Security Agreement (CNW 1994-B) consists of all railroad equipment previously on file and subject to the Trust Indenture and Security Agreement, as the same may have been supplemented, modified or amended.

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

Termination of Trust Indenture and Security Agreement (CNW 1994-B).

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:

Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

BY Michael D. Robson
Michael D. Robson

Enclosures

JAN 02 '09 -2 15 PM

SURFACE TRANSPORTATION BOARD

**TERMINATION OF TRUST INDENTURE AND SECURITY AGREEMENT
(CNW 1994-B)**

THIS TERMINATION OF TRUST INDENTURE AND SECURITY AGREEMENT (CNW 1994-B) is made and entered into as of January 2, 2009 by and between U.S. Bank National Association (successor to Shawmut Bank Connecticut, National Association), a national banking association, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*") and The Bank of New York Mellon Trust Company, N.A. (successor to Harris Trust and Savings Bank), a national banking association, as Indenture Trustee ("*Indenture Trustee*").

1. The Owner Trustee and Indenture Trustee have heretofore entered into that certain Trust Indenture and Security Agreement (CNW 1994-B) dated as of December 1, 1994 (as amended, supplemented or modified to date, the "*Indenture*") by which the Owner Trustee granted a security interest in certain railroad equipment to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Indenture. The Indenture (or a memorandum thereof) was duly recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on December 9, 1994 at 11:35 A.M. under recordation number 19080-A. Capitalized terms used herein without definition have the meanings assigned to them in the Indenture.

2. The Indenture is terminated effective as of the date hereof with respect to the units of railroad equipment subject thereto.

3. This Termination of Trust Indenture and Security Agreement shall neither impair nor terminate the rights and obligations of the parties under the Indenture which expressly survive this termination.

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 written below.

U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee

By 
Name: Mark A. Forgetta
Title: Vice President

Executed on this 12th day of December, 2008.

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., as Indenture Trustee

By _____
Name:
Title:

Executed on this ___ day of December, 2008.

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 written below.

U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee

By _____
Name:
Title:

Executed on this ____ day of December, 2008.

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., as Indenture Trustee

By  _____
Name: **D.G. DONOVAN**
Title: **VICE PRESIDENT**

Executed on this 12th day of December, 2008.

STATE OF CONNECTICUT)
)
) SS.:
COUNTY OF HARTFORD)

On this, the 12th day of December, 2008, before me, a Notary Public in and for said County and State, personally appeared Mark A. Forgetta, who being by me duly sworn, says that (s)he is the Vice President of U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on December 12, 2008 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.

Susan P. McNally
Name:
Notary Public
My Commission Expires:
Residing in Connecticut

(SEAL)

SUSAN P. McNALLY
Notary Public - Connecticut
My Commission Expires Mar. 31, 2010

STATE OF ILLINOIS)
)
) SS.:
COUNTY OF COOK)

On this, the _____ day of December, 2008, 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 THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., that said instrument was signed on December ____, 2008 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)

STATE OF CONNECTICUT)
)
) SS.:
COUNTY OF HARTFORD)

On this, the _____ day of December, 2008, 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 U.S. BANK NATIONAL ASSOCIATION, that said instrument was signed on December ____, 2008 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)

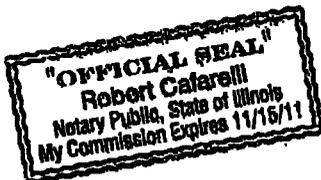
STATE OF ILLINOIS)
)
) SS.:
COUNTY OF COOK)

On this, the 12th day of December, 2008, before me, a Notary Public in and for said County and State, personally appeared D. G. DONOVA, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., that said instrument was signed on December 12, 2008 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.

RDJ

Name:
Notary Public
My Commission Expires:
Residing in _____



(SEAL)

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: _____

1/2/09



Robert W. Alvord