

Law Offices of

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August 19, 2002

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Room 704
Washington, DC 20423-0001

RECORDATION NO. 23996 - F FILED

AUG 19 '02 12:22 PM

SURFACE TRANSPORTATION BOARD

Re: Union Pacific Railroad Company
Replacement of Equipment
UPRR 2002-A

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, an original copy of each of the documents described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The documents are as follows:

~~(1) Partial Release of Security Interest (UPRR 2002-A), dated August 19, 2002, from Wells Fargo Bank Northwest, N.A., as Indenture Trustee (the "Indenture Trustee"); and~~

(2) Partial Termination of Lease Agreement (UPRR 2002-A), dated August 19, 2002, between the Wilmington Trust Company, as Lessor (the "Lessor") and Union Pacific Railroad Company, as Lessee (the "Lessee").

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

~~PARTIAL RELEASE OF SECURITY INTEREST~~

~~Indenture Trustee: Wells Fargo Bank Northwest, N.A.
Corporate Trust Department
79 South Main Street
Salt Lake City, Utah 84111~~

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1554906

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PARTIAL TERMINATION OF LEASE AGREEMENT:

Lessor: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-0001

Lessee: Union Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179

The locomotive covered as of the date hereof by the aforesaid Partial Release of Security Interest and the Partial Termination of Lease Agreement is the locomotive bearing reporting mark UPRR 5836, as specifically described in Exhibit A attached hereto.

A fee of sixty dollars (\$60.00) is enclosed. Please time and date stamp the enclosed copies of each of the enclosed documents along with the extra copy of this letter as proof of filing and recordation of the enclosed documents and return the original and any extra copies of such documents and this letter not needed by the Board for recordation to:

Robert Alvord
Alvord and Alvord
1050 Seventeenth Street
Suite 301
Washington, DC 20036

A short summary of each of the documents to appear in the index follows:

(1) PARTIAL RELEASE OF SECURITY INTEREST:

Partial Release of Security Interest (UPRR 2002-A) from Wells Fargo Bank Northwest, N.A., as Indenture Trustee, Attention: Corporate Trust Department, 79 South Main Street, Salt Lake City, Utah 84111, dated August __, 2002, covering the locomotive bearing reporting UP 5836, as specifically described in Exhibit A attached hereto.

(2) PARTIAL TERMINATION OF LEASE AGREEMENT:

Partial Termination of Lease Agreement (UPRR 2002-A) between Wilmington Trust Company, as Lessor, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001 and Union Pacific Railroad Company, as Lessee, 1416 Dodge Street, Omaha, Nebraska 68179, dated August __, 2002, covering the locomotive bearing reporting UPRR 5836, as specifically described in Exhibit A attached hereto.

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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

By Karl T. Williams
Karl T. Williams

Enclosures

Law Offices of
CHAPMAN AND CUTLER

EXHIBIT A

EQUIPMENT	QUANTITY	ROAD NUMBER
Type A: General Electric Company AC4400CW Diesel Electric Locomotive	1	UPRR 5836

**PARTIAL TERMINATION OF LEASE AGREEMENT
(UPRR 2002-A)**

THIS PARTIAL TERMINATION OF LEASE AGREEMENT is made and entered into as of August ~~17~~ 19, 2002 by and between Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee ("*Lessor*") and Union Pacific Railroad Company ("*Lessee*").

1. Lessor has heretofore leased to Lessee that certain locomotive set forth on Schedule 1 attached hereto pursuant to the Lease Agreement (UPRR 2002-A), dated as of June 3, 2002 (the "*Lease*"), as supplemented, a Memorandum of which was duly recorded with the Surface Transportation Board on June 14, 2002 at 1:35 p.m. under Recordation Number 23996. Capitalized terms used herein without definition have the meanings assigned to them in the Lease.

2. The Lease is terminated effective as of the date hereof with respect to the locomotive set forth on Schedule 1 attached hereto which has suffered an Event of Loss under the Lease.

3. This Partial Termination of Lease Agreement shall neither impair nor terminate the rights and obligations of the parties under the Lease with respect to all Units (other than the locomotive set forth on Schedule 1), which expressly survive this partial termination.

RECORDATION NO.

23996-F
FILED

AUG 19 '02

12-22 PM

SURFACE TRANSPORTATION BOARD

Dated this 9 day of August, 2002.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By: 
Title: Assistant Vice President

UNION PACIFIC RAILROAD COMPANY

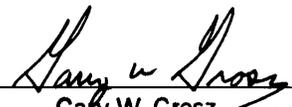
By: _____
Title: _____

Dated this 10 day of August, 2002.

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By: _____
Title: _____

UNION PACIFIC RAILROAD COMPANY

By:  _____
Title: Gary W. Grosz
Assistant Treasurer

State of **DELAWARE**)
County of **NEW CASTLE**) SS

On this 14th day of August, 2002, before me personally appeared Mary C. St. Amand, to me personally known, who being by me duly sworn, says that (s)he is a Assistant Vice President of WILMINGTON TRUST COMPANY, and that said instrument was signed on behalf of said corporation 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 corporation.

Christine L. Migliocco
NOTARY PUBLIC

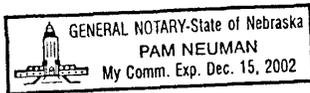
(Notarial Seal)

My Commission expires:

CHRISTINE L. MIGLIOCCO
NOTARY PUBLIC
My Commission Expires Jan 13 2004

STATE OF NEBRASKA)
) SS
COUNTY OF DOUGLAS)

On this 10th day of August, 2002, 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, and that said instrument was signed on behalf of said corporation 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: 12-15-02

SCHEDULE 1

EQUIPMENT	QUANTITY	ROAD NUMBER
Type A: General Electric Company AC4400CW Diesel Electric Locomotive	1	UPRR 5836