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201 South Main Street  
Salt Lake City, UT 84111  
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November 29, 2006

RECORDATION NO. 19733-B FILED

DEC 1 '06 -2 5 5 PM

SURFACE TRANSPORTATION BOARD

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

Re: Union Pacific Railroad Company  
Termination of Indenture and Security Agreement

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Termination of Indenture and Security Agreement dated as of December 1, 2006, between Wells Fargo Bank Northwest, N.A. (successor to First Security Bank of Utah, National Association), as owner trustee (the "Owner Trustee"), and BNY Midwest Trust Company (successor to Harris Trust and Savings Bank), as indenture trustee (the "Indenture Trustee").

The enclosed document relates to the Indenture and Security Agreement dated as of November 1, 1995, between the Owner Trustee and the Indenture Trustee. An Amended and Restated Memorandum of Indenture and Security Agreement was recorded with the Surface Transportation Board (as successor to the Interstate Commerce Commission) on March 14, 1996 at 11:10 A.M. under recordation number 19733-A.

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

Owner Trustee: Wells Fargo Bank Northwest, N.A.  
299 South Main Street, 12th Floor  
MAC: U1228-120  
Salt Lake City Utah 84111  
Attention: Corporate Trust Department  
(UPRR 1995-A-3)

Indenture Trustee: BNY Midwest Trust Company  
2 North LaSalle Street, Suite 1020  
Chicago, Illinois 60602

Law Offices of  
CHAPMAN AND CUTLER LLP

Attention: Corporate Trust Administration  
(UPRR 1995-A-3)

The equipment covered by the aforesaid Termination of Indenture and Security Agreement consists of all railroad equipment previously on file and subject to the Indenture and Security Agreement, as the same may have been supplemented or amended.

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

Termination of Indenture and Security Agreement between Wells Fargo Bank Northwest, N.A. (successor to First Security Bank of Utah, National Association), as owner trustee (the "Owner Trustee"), and BNY Midwest Trust Company (successor to Harris Trust and Savings Bank), as indenture trustee, dated as of December 1, 2006.

A fee of thirty-four dollars (\$34.00) 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

## TERMINATION OF INDENTURE AND SECURITY AGREEMENT

THIS TERMINATION OF INDENTURE AND SECURITY AGREEMENT is made and entered into as of December 1, 2006 by and between Wells Fargo Bank Northwest, N.A. (successor to First Security Bank of Utah, National Association), a national banking association, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*") and BNY Midwest Trust Company (successor to Harris Trust and Savings Bank), an Illinois trust company, as Indenture Trustee ("*Indenture Trustee*").

1. The Owner Trustee and Indenture Trustee have heretofore entered into that certain Indenture and Security Agreement dated as of November 1, 1995 (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. An Amended and Restated Memorandum of Indenture and Security Agreement was duly recorded with the Surface Transportation Board (as successor to the Interstate Commerce Commission) on March 14, 1996 at 11:10 A.M. under recordation number 19733-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 Indenture and Security Agreement shall neither impair nor terminate the rights and obligations of the parties under the Indenture which expressly survive this termination.

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SURFACE TRANSPORTATION BOARD

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.

WELLS FARGO BANK NORTHWEST, N.A., not in its individual capacity, but solely as Owner Trustee

By   
Name: Brett H. King  
Title: Vice President

Executed on this 27<sup>th</sup> day of November, 2006.

BNY MIDWEST TRUST COMPANY, as Indenture Trustee

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

Executed on this \_\_\_ day of November, 2006.

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.

WELLS FARGO BANK NORTHWEST, N.A., not in its individual capacity, but solely as Owner Trustee

By \_\_\_\_\_

Name:

Title:

Executed on this \_\_\_\_ day of November, 2006.

BNY MIDWEST TRUST COMPANY, as Indenture Trustee

By  \_\_\_\_\_

Name: D. G. DONOVAN

Title: VICE PRESIDENT

Executed on this 27<sup>th</sup> day of November, 2006.

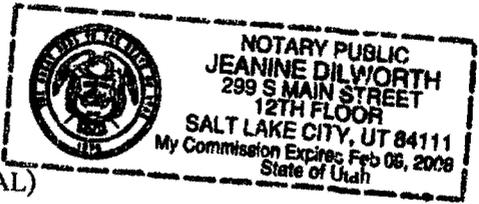
STATE OF UTAH )  
 ) SS.:  
COUNTY OF SALT LAKE )

On this, the 27<sup>th</sup> day of November, 2006, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the Vice President of WELLS FARGO BANK NORTHWEST, N.A., that said instrument was signed on November 27, 2006 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.

*Jeanine Dilworth*

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



(SEAL)

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

On this, the \_\_\_\_\_ day of November, 2006, 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 BNY MIDWEST TRUST COMPANY, that said instrument was signed on November \_\_\_\_, 2006 on behalf of said 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 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 \_\_\_\_\_ day of November, 2006, 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, N.A., that said instrument was signed on November \_\_\_\_, 2006 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.

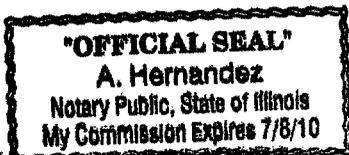
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

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

On this, the 27<sup>th</sup> day of November, 2006, before me, a Notary Public in and for said County and State, personally appeared D. G. DONOVAN, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of BNY MIDWEST TRUST COMPANY, that said instrument was signed on November 27, 2006 on behalf of said 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 company.

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



(SEAL)

A Hernandez  
Name:  
Notary Public  
My Commission Expires: 7/8/10  
Residing in Illinois

**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:

12/1/06



\_\_\_\_\_  
Robert W. Alvord