

CHAPMAN AND CUTLER LLP

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December 27, 2006

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

RECORDATION NO. 19001-S FILED

JAN 03 '07 -8 00 AM

SURFACE TRANSPORTATION BOARD

Re: Union Pacific Railroad Company  
Termination of Trust 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 Trust Indenture and Security Agreement (SPT 1994-A) dated as of January 2, 2007, between U.S. Bank National Association (successor-in-interest to State Street Bank and Trust Company of Connecticut, National Association), as owner trustee (the "Owner Trustee"), and Wells Fargo Bank Northwest, N.A. (successor-in-interest to U.S. Bank National Association, the successor-in-interest to The First National Bank of Boston), as indenture trustee (the "Indenture Trustee").

The enclosed document relates to the Trust Indenture and Security Agreement (SPT 1994-A) dated as of September 29, 1994, between the Owner Trustee and the Indenture Trustee which was recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on September 29, 1994 at 12:20 P.M. under recordation number 19001-A.

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

Owner Trustee: U.S. Bank National Association  
1 Federal Street, 3rd Floor  
Boston, Massachusetts 02110  
Attention: Corporate Trust Services (SPT 1994-A)

Indenture 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 (SPT 1994-A)

CHAPMAN AND CUTLER LLP

The equipment covered by the aforesaid Termination of Trust Indenture and Security Agreement consists of all railroad equipment previously on file and subject to the Trust 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 Trust Indenture and Security Agreement between U.S. Bank National Association (successor-in-interest to State Street Bank and Trust Company of Connecticut, National Association), as owner trustee (the "Owner Trustee"), and Wells Fargo Bank Northwest, N.A. (successor-in-interest to U.S. Bank National Association, the successor-in-interest to The First National Bank of Boston), as indenture trustee, dated as of January 2, 2007.

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 TRUST INDENTURE AND SECURITY AGREEMENT

THIS TERMINATION OF TRUST INDENTURE AND SECURITY AGREEMENT is made and entered into as of January 2, 2007 by and between U.S. Bank National Association (successor-in-interest to State Street Bank and Trust Company of Connecticut, National Association), a national banking association, not in its individual capacity, but solely as Owner Trustee ("*Owner Trustee*") and Wells Fargo Bank Northwest, N.A. (successor-in-interest to U.S. Bank National Association, the successor-in-interest to The First National Bank of Boston), 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 (SPT 1994-A) dated as of September 29, 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 September 29, 1994 at 12:20 P.M. under recordation number 19001-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.

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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.

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

By   
Name: **Michael M. Hopkins**  
Title: **Vice President**

Executed on this 1<sup>st</sup> day of December, 2006.

WELLS FARGO BANK NORTHWEST, N.A., as Indenture Trustee

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

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

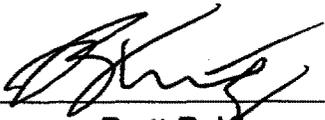
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

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

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

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

WELLS FARGO BANK NORTHWEST, N.A., as Indenture Trustee

By  \_\_\_\_\_  
Name: Brett R. King  
Title: Vice President

Executed on this 19<sup>th</sup> day of December, 2006.

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

On this, the 17 day of December, 2006, before me, a Notary Public in and for said County and State, personally appeared Michael M. Hopkins, 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 11, 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.

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

(SEAL)

SUSAN P. McNALLY  
NOTARY PUBLIC  
MY COMMISSION EXPIRES MARCH 31, 2010

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

On this, the \_\_\_\_\_ day of December, 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 December \_\_\_\_, 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 CONNECTICUT )  
 ) SS.:  
COUNTY OF HARTFORD )

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

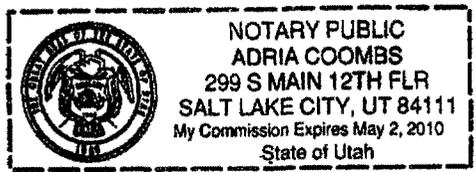
STATE OF UTAH )  
 ) SS.:  
COUNTY OF SALT LAKE )

On this, the 19<sup>th</sup> day of December, 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 December 19, 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.

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

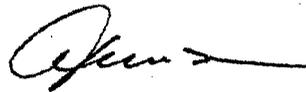
(SEAL)



**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: 12/29/06



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