

Law Offices of

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December 17, 2007

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

RECORDATION NO. 22202-C FILED

DEC 17 '07 -4 45 PM

SURFACE TRANSPORTATION BOARD

Re: Union Pacific Railroad Company
Substitution of Equipment

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Partial Termination of Lease Agreement dated as of December 17, 2007, a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement dated as of June 15, 1999 between Lessor and Lessee, a copy of which was recorded with the Surface Transportation Board June 21, 1999 at 3:00 P.M. under Recordation Number 22202.

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

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

Lessor: UP 1999 Trust for FSB No. 1
Wilmington Trust Company
1100 North Market Street
Rodney Square North
Wilmington, Delaware 19890-0001
Attention: Corporate Trust Administration

The equipment covered as of the date hereof by the enclosed document consists of 1 AC4400CW Locomotive bearing the reporting mark UP 7139.

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

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1659655

Law Offices of
CHAPMAN AND CUTLER LLP

Partial Termination of Lease Agreement dated as of December 17, 2007, between
UP 1999 Trust for FSB No. 1, as Lessor and Union Pacific Railroad Company, as Lessee.

A fee of thirty-five dollars (\$35.00) 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
recording of the enclosed document and return the original and any extra copies of such
document and this letter not needed by the Board for recording 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

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PARTIAL TERMINATION OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS PARTIAL TERMINATION OF LEASE AGREEMENT is made and entered into as of December 17, 2007 by and between UP 1999 Trust for FSB No. 1 ("*Lessor*") and Union Pacific Railroad Company ("*Lessee*").

1. Lessor has heretofore leased to Lessee certain railroad equipment set forth on Schedule 1 attached hereto pursuant to the Lease Agreement dated as of June 15, 1999 (as amended, the "*Lease*"), as supplemented, (i) a memorandum of which was duly recorded with the Surface Transportation Board on June 21, 1999 at 3:00 P.M. under Recordation Number 22202 and (ii) a summary of which was deposited with the Registrar General of Canada on June 22, 1999 at 10:29 A.M. 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 been deemed to have suffered an Event of Loss.

3. This Partial Termination of Lease Agreement shall neither impair nor terminate the rights and obligations of the parties under the Lease which expressly survive this partial termination.

Dated this 17th day of December, 2007.

UP 1999 TRUST FOR FSB NO. 1

BY: WILMINGTON TRUST COMPANY, not in its
individual capacity but solely as trustee

By: 
Name: _____
Title: James A. Hanley
Assistant Vice President

UNION PACIFIC RAILROAD COMPANY

By: _____
Name: _____
Title: _____

Dated this 17th day of December, 2007.

UP 1999 TRUST FOR FSB NO. 1

BY: WILMINGTON TRUST COMPANY, not in its
individual capacity but solely as trustee

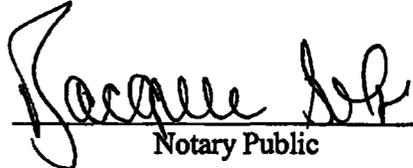
By: _____
Name: _____
Title: _____

UNION PACIFIC RAILROAD COMPANY

By:  _____
Name: _____
Title: **Gary W. Grosz**
Assistant Treasurer

STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE)

On this 14 day of December 2007, before me personally appeared JAMES HENLEY, to me personally known, who, being by me duly sworn, says that (s)he is DVP of WILMINGTON TRUST COMPANY, that the foregoing instrument was signed 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.



Notary Public

[Notarial Seal]

My commission expires

JACQUELINE SOLONE
Notary Public - State of Delaware
My Comm Expires March 28, 2011

STATE OF NEBRASKA)
)
COUNTY OF DOUGLAS)

On this _____ day of December, 2007, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that (s)he is a _____ of UNION PACIFIC RAILROAD COMPANY, that the foregoing 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.

Notary Public

[Notarial Seal]

My commission expires

STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE)

On this _____ day of December 2007, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that (s)he is _____ of WILMINGTON TRUST COMPANY, that the foregoing instrument was signed 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.

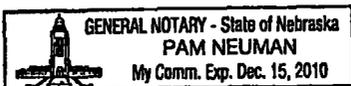
Notary Public

[Notarial Seal]

My commission expires

STATE OF NEBRASKA)
)
COUNTY OF DOUGLAS)

On this 17th day of December, 2007, before me personally appeared Gary W. Grosz, to me personally known, who, being by me duly sworn, says that (s)he is a Asst. Treasurer of UNION PACIFIC RAILROAD COMPANY, that the foregoing 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.



Pam Neuman

Notary Public

[Notarial Seal]

My commission expires

12-15-2010

SCHEDULE 1

EQUIPMENT	QUANTITY	ROAD NUMBER
AC4400CW locomotive	1	UP 7139