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April 7, 2008

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

RECORDATION NO. 20045-F **FLD**

APR 07 '08 -1 4 5 PM

SURFACE TRANSPORTATION BOARD

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

Dear Ms. Quinlan:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Termination of Indenture and Security Agreement (UPRR 1996-A) dated as of April 7, 2008, between Wells Fargo Bank Northwest, N.A. (successor to First Security Bank of Utah, National Association), as owner trustee (the "*Owner Trustee*"), and The Bank of New York Trust Company, N.A. (successor to Harris Trust and Savings Bank), as indenture trustee (the "*Indenture Trustee*").

The enclosed document relates to (i) the Indenture and Security Agreement dated as of May 1, 1996, between the Owner Trustee and the Indenture Trustee, a memorandum of which was recorded with the Surface Transportation Board on May 7, 1996 at 11:50 A.M. under recordation number 20046 and (ii) the Memorandum of Lease Assignment dated as of May 1, 1996, between the Owner Trustee and the Indenture Trustee which was recorded with the Surface Transportation Board on May 7, 1996 at 11:50 A.M. under recordation number 20045-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 1996-A)

Indenture Trustee: The Bank of New York Trust Company, N.A.

Law Offices of
CHAPMAN AND CUTLER LLP

2 North LaSalle Street, Suite 1020
Chicago, Illinois 60602
Attention: Corporate Trust Administration
(UPRR 1996-A)

The equipment covered by the aforesaid Termination of Indenture and Security Agreement (UPRR 1996-A) consists of all railroad equipment previously on file and subject to the 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 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 The Bank of New York Trust Company, N.A. (successor to Harris Trust and Savings Bank), as indenture trustee, dated as of April 7, 2008.

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 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

APR 07 '08

-1 4 5 PM

**TERMINATION OF INDENTURE AND SECURITY AGREEMENT
(UPRR 1996-A)****SURFACE TRANSPORTATION BOARD**

THIS TERMINATION OF INDENTURE AND SECURITY AGREEMENT (UPRR 1996-A) is made and entered into as of April 7, 2008 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 The Bank of New York 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 Indenture and Security Agreement dated as of May 1, 1996 (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. A memorandum of the Indenture was duly recorded with the Surface Transportation Board on May 7, 1996 at 11:50 A.M. under recordation number 20046. A memorandum of the Lease Assignment was duly recorded with the Surface Transportation Board on May 7, 1996 at 11:50 A.M. under recordation number 20045-A (the "*Lease Assignment*"). Capitalized terms used herein without definition have the meanings assigned to them in the Indenture.

2. Each of the Indenture and the Lease Assignment 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.

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 H. Russell Hettinger
Name: H. Russell Hettinger
Title: Vice President

Executed on this 20th day of March, 2008.

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

By _____
Name:
Title:

Executed on this ____ day of March, 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 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 March, 2008.

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

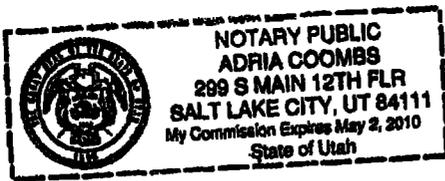
By 
Name: **D. G. DONOVAN**
Title: **VICE PRESIDENT**

Executed on this 20th day of March, 2008.

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

On this, the 20th day of March, 2008, before me, a Notary Public in and for said County and State, personally appeared H. Russell Hettinger, 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 March 20, 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.



[Signature]
Name: _____
Notary Public
My Commission Expires: _____
Residing in _____

(SEAL)

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

On this, the ____ day of March, 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 TRUST COMPANY, N.A., that said instrument was signed on March ____, 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 UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this, the _____ day of March, 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 WELLS FARGO BANK NORTHWEST, N.A., that said instrument was signed on March ____, 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.

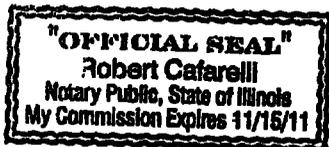
Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

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

On this, the 20th day of March, 2008, 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 THE BANK OF NEW YORK TRUST COMPANY, N.A., that said instrument was signed on March 20, 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.



[Signature]
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: 4/7/08



Robert W. Alvord