

Law Offices of

CHAPMAN AND CUTLER LLP

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080
Telephone (312) 845-3000
Facsimile (312) 701-2361
chapman.com

San Francisco
595 Market Street
San Francisco, CA 94105
(415) 541-0500

June 20, 2008

RECORDATION NO. 22634-J FILED
Salt Lake City
201 South Main Street
Salt Lake City, UT 84111
(801) 533-0066

Ms. Anne K. Quinlan, Esq., Acting Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

JUN 20 '08 -9 30 AM

SURFACE TRANSPORTATION BOARD

Re: Union Pacific Railroad Company
Substitution of Equipment
(UPRR 1999 B-4)

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 Partial Release of Security Interest under Lessor Security Agreement dated June 20, 2008, a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents. The enclosed document relates to the Lessor Security Agreement dated December 20, 1999 (UPRR 1999 B-4), a memorandum of which was recorded with the Surface Transportation Board on December 20, 1999 at 12:25 P.M. under Recordation Number 22634-D.

The name and address of the party to the enclosed document is as follows:

Lessor: THORENIA Verwaltungsgesellschaft mbH & Co.
Vermietungs KG
Unsöldstraße 2
80538 München
Federal Republic of Germany
Attention: Managing Director

The equipment covered on the date hereof by the enclosed document consists of:

2 SD9060MAC Locomotives bearing the road numbers UP 8506 and UP 8508.

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

Partial Release of Security Interest under Lessor Security Agreement (UPRR 1999 B-4) dated June 20, 2008, from THORENIA Verwaltungsgesellschaft mbH & Co. Vermietungs KG, as Lessor.

Law Offices of

CHAPMAN AND CUTLER LLP

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 at (312) 845-3429.

Sincerely,

CHAPMAN AND CUTLER LLP

By 
Patrick Vining

Enclosures

JUN 20 '08 -9 30 AM

SURFACE TRANSPORTATION BOARD

PARTIAL RELEASE OF SECURITY INTEREST UNDER LESSOR SECURITY AGREEMENT

THIS PARTIAL RELEASE OF SECURITY INTEREST dated June 20, 2008 is made and entered into by the undersigned, THORENIA Verwaltungsgesellschaft mbH & Co. Vermietungs KG (the "Lessor").

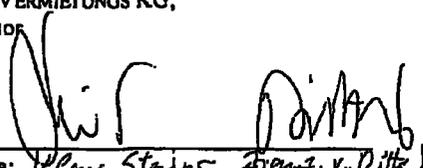
For good and valuable consideration, the receipt and sufficiency of which are acknowledged, the Lessor hereby terminates, releases and discharges its security interest in the railroad equipment set forth on Schedule 1 attached hereto which has been deemed to have suffered an Event of Loss.

Such security interest was granted pursuant to that certain Lessor Security Agreement (UPRR 1999 B-4) dated December 20, 1999 (the "Lessor Security Agreement"), among the Lessor, Wells Fargo Bank Northwest, National Association, successor-in-interest to First Security Bank, National Association (the "Security Trustee") and Union Pacific Railroad Company (the "Lessee"), as supplemented (i) a memorandum of which was duly recorded with the Surface Transportation Board on December 20, 1999 at 12:25 P.M. under Recordation Number 22634-D and (ii) a memorandum of which was deposited with the Registrar General of Canada on December 20, 1999 at 12:07 P.M. Capitalized terms used herein without definition have the meanings assigned to them in the Lessor Security Agreement.

Partial Release of Security Interest under Lessor Security Agreement
(UPRR 1999 B-4)

Dated this 12th day of June, 2008.

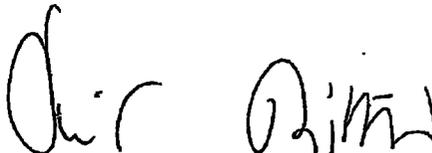
THORENIA VERWALTUNGSGESELLSCHAFT MBH
& Co. VERMIETUNGS KG,
as Lessor

By: 

Name: Klaus Strainz Franz. v. Pitz
Title: Attorney-in-Fact

I certify that I hold the title set forth below, that this instrument was signed on behalf of THORENIA VERWALTUNGSGESELLSCHAFT MBH & CO. KG, a limited partnership organized under the laws of Germany and registered in Munich, Germany (the "Partnership"), by authority of the power of attorney executed by the Partnership on June 5, 2008, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Partnership. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this 12th day of June, 2008.

By: 
Name: Klaus Steiner Franz v. Ritz
Title: Attorney-in-Fact

SCHEDULE 1

EQUIPMENT	QUANTITY	ROAD NUMBERS
SD9060MAC Locomotives	2	UP 8506 UP 8508

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: 6/20/08



Robert W. Alvord