

Law Offices of

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June 20, 2008

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RECORDATION NO. 22635-H 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-5)

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 Lease 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 Lease Agreement dated November 2, 1999 (UPRR 1999 B-5) between TIRAN Verwaltungsgesellschaft mbH & Co. Vermietungs KG, as Lessor, and Union Pacific Railroad Company, as Lessee, a memorandum of which was recorded with the Surface Transportation Board on December 20, 1999 at 12:48 P.M. under Recordation Number 22635.

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

Lessee:	Union Pacific Railroad Company 1400 Douglas Street Omaha, Nebraska 68179 Attention: Treasurer
Lessor:	TIRAN 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:

8 SD9043MAC Locomotives bearing the road numbers within the series UP 8275 through UP 8287; and 7 SD9060MAC Locomotives bearing the road numbers within the series UP 8503 through UP 8511, all as more specifically indicated in Exhibit A attached hereto.

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

Termination of Lease Agreement (UPRR 1999 B-5) dated June 20, 2008,
between TIRAN Verwaltungsgesellschaft mbH & Co. Vermietungs KG, 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
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:

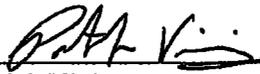
Robert Alvord, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact
the undersigned (312-845-3429).

Sincerely,

CHAPMAN AND CUTLER LLP

By


Patrick Vining

Enclosures

RECORDATION NO.

22635-17
FILED

JUN 20 '08

-9 30 AM

TERMINATION OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

This TERMINATION OF LEASE AGREEMENT is made and entered into on June 20, 2008 by and between TIRAN Verwaltungsgesellschaft mbH & Co. Vermietungs KG ("*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 November 2, 1999 (as amended, the "*Lease*"), as supplemented, (i) a memorandum of which was duly recorded with the Surface Transportation Board on December 20, 1999 at 12:48 P.M. under Recordation Number 22635 and (ii) a memorandum of which was deposited with the Registrar General of Canada on December 20, 1999 at 12:09 P.M. Capitalized terms used herein without definition have the meanings assigned to them in the Lease.

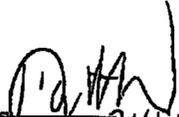
2. The Lease is terminated effective on the date hereof with respect to the locomotives set forth on Schedule 1 attached hereto which have been deemed to have suffered an Event of Loss.

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

Termination of Lease Agreement
(UPRR 1999 B-5)

Dated this 12th day of June, 2008.

TIRAN VERWALTUNGSGESELLSCHAFT MBH &
CO. VERMIETUNGS KG

By:  

Name: Klaus Stokow Franz von Rittel

Title: Attorney-in-Fact

UNION PACIFIC RAILROAD COMPANY

By: _____

Name: Gary W. Grosz

Title: Assistant Treasurer

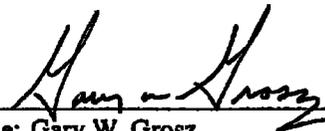
Termination of Lease Agreement
(UPRR 1999 B-5)

Dated this 12th day of June, 2008.

TIRAN VERWALTUNGSGESELLSCHAFT MBH &
CO. VERMIETUNGS KG

By: _____
Name: _____
Title: _____

UNION PACIFIC RAILROAD COMPANY

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

I certify that I hold the title set forth below, that this instrument was signed on behalf of TIRAN 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 Steinhilber Franz v. Rittner
Title: Attorney-in-Fact

STATE OF NEBRASKA)
)
COUNTY OF DOUGLAS)

On this _____ day of June, 2008, before me personally appeared Gary W. Grosz, to me personally known, who, being by me duly sworn, says that he is the Assistant 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 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

SCHEDULE 1

EQUIPMENT	QUANTITY	ROAD NUMBERS
SD9043MAC Locomotives	8	UP 8275 UP 8278 UP 8282 through UP 8287, inclusive
SD9060MAC Locomotives	7	UP 8503 through UP 8505, inclusive UP 8507 UP 8509 through UP 8511, inclusive

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