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OF COUNSEL
URBAN A. LESTER

17039-I
RECORDATION NO. _____ FILED

June 9, 2009

JUN 09 '09 - 1 3 0 PM

SURFACE TRANSPORTATION BOARD

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Release of Liens, dated as of June 4, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates Indenture and Indenture Supplements previously filed with the Commission under Recordation Number 17039.

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

| | |
|-----------------------|--|
| Indenture Trustee: | Wilmington Trust Company 1100 North Market Street Wilmington, DE 19890 |
| Lessee: | Union Pacific Railroad Company 1416 Dodge Street Omaha, NE 68179 |

Anne K. Quinlan, Esq.
June 9, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

515 railcars within the series CHTT 500200 - CHTT 500409 as more particularly set forth in the attachment to the document.

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

Release of Liens.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

EXECUTION VERSION

17039-I
REGISTRATION NO. _____ FILED

(UPRR 1990-1)

JUN 09 '09 -1 3 0 PM

RELEASE OF LIENS

SURFACE TRANSPORTATION BOARD

Dated as of June 4, 2009

between

**UNION PACIFIC RAILROAD COMPANY,
as Lessee**

and

**WILMINGTON TRUST COMPANY,
as Indenture Trustee**

THIS AGREEMENT SHALL BE FILED WITH THE SURFACE TRANSPORTATION BOARD AND DEPOSITED IN THE OFFICE OF THE REGISTRAR GENERAL OF CANADA, AND UPON SUCH FILING, EACH OF THE DOCUMENTS DESCRIBED ON EXHIBIT A ATTACHED HERETO, AND THE INTERESTS OF THE PARTIES EVIDENCED THEREBY, SHALL BE TERMINATED OR RELEASED, AS THE CASE MAY BE.

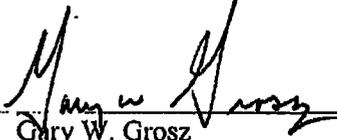
4, 2009 by WILMINGTON TRUST COMPANY, a Delaware banking corporation, as Indenture Trustee (the "Indenture Trustee") under the Indenture and Security Agreement dated as of September 1, 1990 between the Owner Trustee and the Indenture Trustee (as supplemented and amended from time to time, the "Indenture"; capitalized terms used herein without definition having the respective meanings set forth in the Indenture) and UNION PACIFIC RAILROAD COMPANY, a Delaware Corporation (the "Lessee").

1. The Indenture Trustee does hereby (i) acknowledge payment in full of all Notes issued under the Indenture and (ii) release any and all of its interest and Liens under the Indenture.

2. The Lessee does hereby agree that it shall, at its cost and expense, cause this Agreement to be promptly filed with the Surface Transportation Board and deposited in the Office of the Registrar General of Canada, and upon such filing, each of the documents described on Exhibit A attached hereto, and the interests of the Indenture Trustee therein, shall be terminated and released.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.

UNION PACIFIC RAILROAD COMPANY,
as Lessee

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

WILMINGTON TRUST COMPANY,
as Indenture Trustee

By: _____
Name:
Title:

4 SATISFACTION AND DISCHARGE AND RELEASE OF LIENS, dated as of June 4, 2009 by WILMINGTON TRUST COMPANY, a Delaware banking corporation, as Indenture Trustee (the "Indenture Trustee") under the Indenture and Security Agreement dated as of September 1, 1990 between the Owner Trustee and the Indenture Trustee (as supplemented and amended from time to time, the "Indenture"; capitalized terms used herein without definition having the respective meanings set forth in the Indenture) and UNION PACIFIC RAILROAD COMPANY, a Delaware Corporation (the "Lessee").

1. The Indenture Trustee does hereby (i) acknowledge payment in full of all Notes issued under the Indenture and (ii) release any and all of its interest and Liens under the Indenture.

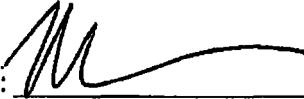
2. The Lessee does hereby agree that it shall, at its cost and expense, cause this Agreement to be promptly filed with the Surface Transportation Board and deposited in the Office of the Registrar General of Canada, and upon such filing, each of the documents described on Exhibit A attached hereto, and the interests of the Indenture Trustee therein, shall be terminated and released.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.

UNION PACIFIC RAILROAD COMPANY,
as Lessee

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

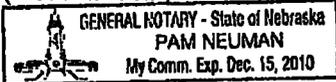
WILMINGTON TRUST COMPANY,
as Indenture Trustee

By:  _____
Name: Mark H. Brzoska
Title: Financial Services Officer

State of Nebraska)
)
County of Douglas) ss

On this 4th day of June, 2009, before me, a notary public, 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 and that said instrument was executed 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.

(Notarial Seal)



Pam Neuman
Pam Neuman, Notary Public

My Commission Expires: Dec. 15, 2010

State of _____)
)
County of _____) ss

On this ____ day of June, 2009, before me, a notary public, personally appeared _____, to me personally known, who being by me duly sworn says that (s)he is the _____ of WILMINGTON TRUST COMPANY as Indenture Trustee and that said instrument was executed 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.

(Notarial Seal)

Notary Public

My Commission Expires: _____

State of Nebraska)
)
County of Douglas) ss

On this ____ day of June, 2009, before me, a notary public, 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 and that said instrument was executed 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.

(Notarial Seal)

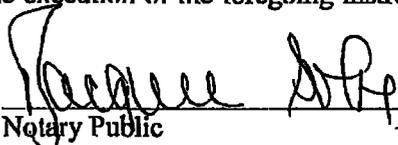
Pam Neuman, Notary Public

My Commission Expires: Dec. 15, 2010

State of Delaware)
)
County of New Castle) ss

On this 4th day of June, 2009, before me, a notary public, personally appeared Mark H. Brzoska, to me personally known, who being by me duly sworn says that (s)he is the Financial Services Officer of WILMINGTON TRUST COMPANY as Indenture Trustee and that said instrument was executed 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.

(Notarial Seal)



Notary Public

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

ORIGINAL SURFACE TRANSPORTATION BOARD FILINGS

| <u>Description</u> | <u>Filing Date</u> | <u>Recordation Number</u> |
|---|--------------------|---------------------------|
| Lease Agreement, dated as of September 1, 1990, between Meridian Trust Company, as Lessor, and Union Pacific Railroad Company, as Lessee | October 1, 1990 | 17039 |
| Indenture and Security Agreement, dated as of September 1, 1990, between Meridian Trust Company, as Owner Trustee, and Wilmington Trust Company, as Indenture Trustee | October 1, 1990 | 17039-A |
| Lease and Indenture Supplement No. 1, dated October 1, 1990, among Meridian Trust Company, as Lessor/Owner Trustee, Union Pacific Railroad Company, as Lessee, and Wilmington Trust Company, as Indenture Trustee | October 1, 1990 | 17039-B |
| Lease and Indenture Supplement No. 2, dated December 27, 1990, among Meridian Trust Company, as Lessor/Owner Trustee, Union Pacific Railroad Company, as Lessee, and Wilmington Trust Company, as Indenture Trustee | December 27, 1990 | 17039-C |
| Lease and Indenture Supplement No. 3, dated July 10, 1992 | Not recorded. | |
| Lease and Indenture Supplement No. 4 and Amendment Agreement, dated October 28, 2002, among Union Pacific Railroad Company, as Lessee, Banc One Kentucky Leasing Corporation, as Owner Participant, Wachovia Trust Company, N.A., as Owner Trustee, Thrivent Financial for Lutherans, as Loan Participant, and Wilmington Trust Company, as Indenture Trustee | Not recorded. | |

ORIGINAL REGISTRAR GENERAL OF CANADA FILINGS

| <u>Description</u> | <u>Filing Date</u> | <u>Document Key</u> |
|---|--------------------|---------------------|
| Lease Agreement, dated as of September 1, 1990, between Meridian Trust Company, as Lessor, and Union Pacific Railroad Company, as Lessee | October 1, 1990 | 9752 |
| Indenture and Security Agreement, dated as of September 1, 1990, between Meridian Trust Company, as Owner Trustee, and Wilmington Trust Company, as Indenture Trustee | October 1, 1990 | 9753 |
| Lease and Indenture Supplement No. 1, dated October 1, 1990, among Meridian Trust Company, as Lessor/Owner Trustee, Union Pacific Railroad Company, as Lessee, and Wilmington Trust Company, as Indenture Trustee | October 1, 1990 | 9754 |
| Lease and Indenture Supplement No. 2, dated December 27, 1990, among Meridian Trust Company, as Lessor/Owner Trustee, Union Pacific Railroad Company, as Lessee, and Wilmington Trust Company, as Indenture Trustee | December 27, 1990 | 9751 |
| Lease and Indenture Supplement No. 3, dated July 10, 1992 | Not recorded. | |
| Lease and Indenture Supplement No. 4 and Amendment Agreement, dated October 28, 2002, among Union Pacific Railroad Company, as Lessee, Banc One Kentucky Leasing Corporation, as Owner Participant, Wachovia Trust Company, N.A., as Owner Trustee, Thrivent Financial for Lutherans, as Loan Participant, and Wilmington Trust Company, as Indenture Trustee | Not recorded. | |

EXHIBIT A

| | | | |
|-------------|-------------|-------------|-------------|
| CHTT-500200 | CHTT-500266 | CHTT-500321 | CHTT-500374 |
| CHTT-500201 | CHTT-500267 | CHTT-500322 | CHTT-500375 |
| CHTT-500202 | CHTT-500268 | CHTT-500323 | CHTT-500376 |
| CHTT-500203 | CHTT-500269 | CHTT-500324 | CHTT-500377 |
| CHTT-500204 | CHTT-500270 | CHTT-500325 | CHTT-500378 |
| CHTT-500205 | CHTT-500272 | CHTT-500326 | CHTT-500379 |
| CHTT-500207 | CHTT-500273 | CHTT-500327 | CHTT-500380 |
| CHTT-500218 | CHTT-500274 | CHTT-500328 | CHTT-500381 |
| CHTT-500220 | CHTT-500275 | CHTT-500329 | CHTT-500382 |
| CHTT-500221 | CHTT-500276 | CHTT-500330 | CHTT-500383 |
| CHTT-500222 | CHTT-500277 | CHTT-500331 | CHTT-500384 |
| CHTT-500223 | CHTT-500278 | CHTT-500332 | CHTT-500385 |
| CHTT-500224 | CHTT-500279 | CHTT-500333 | CHTT-500386 |
| CHTT-500225 | CHTT-500280 | CHTT-500334 | CHTT-500387 |
| CHTT-500226 | CHTT-500281 | CHTT-500335 | CHTT-500388 |
| CHTT-500227 | CHTT-500282 | CHTT-500336 | CHTT-500389 |
| CHTT-500228 | CHTT-500283 | CHTT-500337 | CHTT-500390 |
| CHTT-500229 | CHTT-500284 | CHTT-500338 | CHTT-500391 |
| CHTT-500230 | CHTT-500285 | CHTT-500339 | CHTT-500392 |
| CHTT-500231 | CHTT-500286 | CHTT-500340 | CHTT-500393 |
| CHTT-500232 | CHTT-500287 | CHTT-500341 | CHTT-500394 |
| CHTT-500233 | CHTT-500288 | CHTT-500342 | CHTT-500395 |
| CHTT-500234 | CHTT-500289 | CHTT-500343 | CHTT-500396 |
| CHTT-500235 | CHTT-500290 | CHTT-500344 | CHTT-500397 |
| CHTT-500236 | CHTT-500291 | CHTT-500345 | CHTT-500398 |
| CHTT-500237 | CHTT-500292 | CHTT-500346 | CHTT-500399 |
| CHTT-500238 | CHTT-500293 | CHTT-500347 | CHTT-500400 |
| CHTT-500239 | CHTT-500294 | CHTT-500348 | CHTT-500401 |
| CHTT-500240 | CHTT-500295 | CHTT-500349 | CHTT-500402 |
| CHTT-500241 | CHTT-500296 | CHTT-500350 | CHTT-500403 |
| CHTT-500242 | CHTT-500297 | CHTT-500351 | CHTT-500404 |
| CHTT-500243 | CHTT-500298 | CHTT-500352 | CHTT-500405 |
| CHTT-500244 | CHTT-500299 | CHTT-500353 | CHTT-500406 |
| CHTT-500245 | CHTT-500300 | CHTT-500354 | CHTT-500407 |
| CHTT-500246 | CHTT-500302 | CHTT-500355 | CHTT-500408 |
| CHTT-500247 | CHTT-500303 | CHTT-500356 | CHTT-500409 |
| CHTT-500248 | CHTT-500304 | CHTT-500357 | |
| CHTT-500249 | CHTT-500305 | CHTT-500358 | |
| CHTT-500251 | CHTT-500306 | CHTT-500359 | |
| CHTT-500253 | CHTT-500307 | CHTT-500360 | |
| CHTT-500254 | CHTT-500308 | CHTT-500361 | |
| CHTT-500255 | CHTT-500309 | CHTT-500362 | |
| CHTT-500256 | CHTT-500310 | CHTT-500363 | |
| CHTT-500257 | CHTT-500311 | CHTT-500365 | |
| CHTT-500258 | CHTT-500312 | CHTT-500366 | |
| CHTT-500259 | CHTT-500313 | CHTT-500367 | |
| CHTT-500260 | CHTT-500315 | CHTT-500368 | |
| CHTT-500261 | CHTT-500316 | CHTT-500369 | |
| CHTT-500262 | CHTT-500317 | CHTT-500370 | |
| CHTT-500263 | CHTT-500318 | CHTT-500371 | |
| CHTT-500264 | CHTT-500319 | CHTT-500372 | |
| CHTT-500265 | CHTT-500320 | CHTT-500373 | |

EXHIBIT A

| | | | |
|-------------|-------------|-------------|-------------|
| CHTT-500206 | CHTT-500442 | CHTT-500492 | CHTT-500542 |
| CHTT-500208 | CHTT-500443 | CHTT-500493 | CHTT-500543 |
| CHTT-500209 | CHTT-500444 | CHTT-500494 | CHTT-500544 |
| CHTT-500210 | CHTT-500445 | CHTT-500495 | CHTT-500545 |
| CHTT-500211 | CHTT-500446 | CHTT-500496 | CHTT-500546 |
| CHTT-500212 | CHTT-500447 | CHTT-500497 | CHTT-500547 |
| CHTT-500213 | CHTT-500448 | CHTT-500498 | CHTT-500548 |
| CHTT-500214 | CHTT-500449 | CHTT-500499 | CHTT-500549 |
| CHTT-500215 | CHTT-500450 | CHTT-500500 | CHTT-500550 |
| CHTT-500216 | CHTT-500451 | CHTT-500501 | CHTT-500551 |
| CHTT-500217 | CHTT-500452 | CHTT-500502 | CHTT-500552 |
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| | | |
|-------------|-------------|-------------|
| CHTT-500592 | CHTT-500642 | CHTT-500692 |
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| CHTT-500619 | CHTT-500669 | |
| CHTT-500620 | CHTT-500670 | |
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| CHTT-500638 | CHTT-500688 | |
| CHTT-500639 | CHTT-500689 | |
| CHTT-500640 | CHTT-500690 | |
| CHTT-500641 | CHTT-500691 | |

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: 6/9/09



Robert W. Alvord