

RECORDATION NO. 17039-0 FILED

OCT 07 '09 -11 45 AM

**SURFACE TRANSPORTATION BOARD**

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A LESTER

October 7, 2009

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 Partial Lease Termination (UPRR 1990-1), dated as of October 6, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Lease Agreement and related documents previously filed with the Commission under Recordation Number 17039.

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

Lessee:	Union Pacific Railroad Company 1416 Dodge Street Omaha, NE 68179
Lessor:	U S Bank National Association, (as successor to Meridian Trust Company) 225 Franklin Street Boston, MA 02101

Anne K. Quinlan, Esq.  
October 7, 2009  
Page 2

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

31 railcars RELEASED within the series CHTT 500212 - CHTT 500699 as  
more particularly set forth in the attachment to the document.

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

Partial Lease Termination (UPRR 1990-1)

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

RECORDATION NO. 17039-0 FILED

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SURFACE TRANSPORTATION BOARD

EXECUTION VERSION

(UPRR 1990-1)

**PARTIAL LEASE TERMINATION**

Dated as of October 6, 2009

between

**UNION PACIFIC RAILROAD COMPANY,  
as Lessee**

and

**U.S. BANK, NATIONAL ASSOCIATION  
(successor to Meridian Trust Company),  
not in its individual capacity but solely as Owner Trustee,  
as Lessor**

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 B ATTACHED HERETO, AND THE INTERESTS OF THE PARTIES EVIDENCED THEREBY, SHALL BE TERMINATED OR RELEASED, AS THE CASE MAY BE, WITH RESPECT TO THE EQUIPMENT, AND ONLY THE EQUIPMENT, DESCRIBED ON EXHIBIT A ATTACHED HERETO

THIS PARTIAL LEASE TERMINATION (this "Agreement"), dated as of October 6, 2009 between UNION PACIFIC RAILROAD COMPANY, a Delaware corporation (the "Lessee"), and U.S. BANK, NATIONAL ASSOCIATION (successor to Meridian Trust Company), a national banking association, not in its individual capacity except as otherwise expressly provided, but solely as the Owner Trustee (the "Owner Trustee" or "Lessor") under the Trust Agreement

WITNESSETH

WHEREAS, the Lessee and the Owner Trustee have heretofore entered into a Lease Agreement dated as of September 1, 1990 (as supplemented and amended from time-to-time, the "Lease"; capitalized terms used herein without definition shall have the respective meanings set forth in the Lease),

WHEREAS, Section 4(b) of the Lease provides for the redelivery at the end of the Basic Term of the Hopper Cars; and

WHEREAS, the Lessee provided notice to Lessor dated December 16, 2008, that it has elected to return the Hopper Cars at the end of the Basic Term;

NOW THEREFORE, in consideration of the premises and for good and sufficient consideration, the parties hereto hereby agree as follows:

1. The Lessor and the Lessee hereby acknowledge that effective as of the date hereof, the Lease is hereby terminated and canceled in accordance with its terms with respect to the Hopper Cars referenced in Exhibit A attached hereto (the "Terminated Cars"), provided that nothing contained herein shall affect those provisions of the Lease or the Participation Agreement which are expressly stated to survive such termination

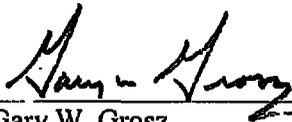
2. The Lessor will give the Lessee no less than two (2) days prior notice of the closing date for the sale of the Terminated Cars (the "Delivery Date") The Lessee hereby agrees that no later than seven (7) days after the Delivery Date, the Lessee will deliver the Terminated Cars to the Lessee's Interchange Point with Burlington Northern Santa Fe Railroad in Minneapolis, Minnesota (the "Transfer Location") and that the Lessee will be responsible for all costs associated with such move (including any storage costs) and any applicable taxes prior to tender of the Terminated Cars for delivery at the Transfer Location. The Lessee will give the Lessor no less than two (2) days prior notice of the delivery date for the Terminated Cars at the Transfer Location

3. This Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same instrument

4. This Agreement shall be governed by and construed in accordance with the laws of the State of New York.

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

U.S. BANK, NATIONAL ASSOCIATION  
(successor to Meridian Trust Company),  
not in its individual capacity but solely as Owner  
Trustee,  
as Lessor

By: \_\_\_\_\_  
Name:  
Title:

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

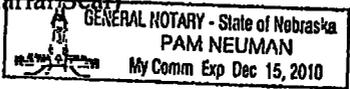
U.S. BANK, NATIONAL ASSOCIATION  
(successor to Meridian Trust Company),  
not in its individual capacity but solely as Owner  
Trustee,  
as Lessor

By: Annette Morgan  
Name: Annette E. Morgan  
Title: Assistant Vice President

State of Nebraska )  
 ) ss  
County of Douglas )

On this 6th day of October, 2009, before me, a notary public, personally appeared Gary W Giosz, 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 Delaware )  
 ) ss  
County of New Castle )

On this \_\_\_\_ day of \_\_\_\_\_, 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 U.S. BANK, NATIONAL ASSOCIATION (SUCCESSOR TO MERIDIAN TRUST COMPANY, N.A.) 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 \_\_\_\_\_, 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 6<sup>th</sup> day of OCTOBER, 2009, before me, a notary public, personally appeared ANNETTE MORGAN, to me personally known, who being by me duly sworn says that (s)he is the ASSISTANT VICE PRESIDENT of U.S. BANK, NATIONAL ASSOCIATION (SUCCESSOR TO MERIDIAN TRUST COMPANY, N.A.) 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)

Kenneth E. Holbert, Sr.  
\_\_\_\_\_  
Notary Public

My Commission Expires: 10/30/2012

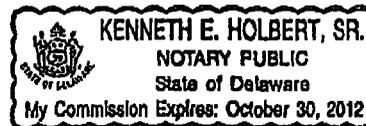


Exhibit A

**EQUIPMENT TO BE RELEASED**

Description: Rotary dump hopper cars

Total Quantity of Units to be Released: 31

Mark: CHTT

500212  
500230  
500241  
500282  
500327  
500337  
500370  
500380  
500388  
500399  
500422  
500456  
500466  
500467  
500484  
500514  
500531  
500563  
500565  
500573  
500574  
500576  
500593  
500608  
500611  
500623  
500630  
500654  
500677  
500689  
500699

Exhibit B  
Page 1 of 2

**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, Thivent Financial for Lutherans, as Loan Participant, and Wilmington Trust Company, as Indenture Trustee	Not recorded.	

**ORIGINAL REGISTRAR GENERAL OF CANADA FILINGS**

<b><u>Description</u></b>	<b><u>Filing Date</u></b>	<b><u>Document Key</u></b>
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.	