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SURFACE TRANSPORTATION BOARD

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

August 13, 2009

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

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 August 12, 2010, 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

Chief  
Section of Administration  
August 13, 2010  
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A description of the railroad equipment covered by the enclosed document is:

149 railcars RELEASED within the series CHTT 500432 - CHTT 500666 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

**EXECUTION VERSION**

RECORDATION NO. 17039-X FILED

AUG 13 '10 -8 00 AM

SURFACE TRANSPORTATION BOARD

(UPRR 1990-1)

**PARTIAL LEASE TERMINATION**

**Dated as of August 12, 2010**

**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 SCHEDULE 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 SCHEDULE A ATTACHED HERETO.**

THIS PARTIAL LEASE TERMINATION (this "Agreement"), dated as of August 12, 2010 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 Schedule 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.

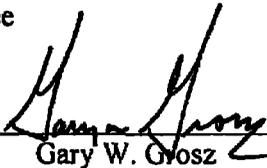
2. The Lessor will give the Lessee no less than two (2) days prior notice of the closing date for the sale of the Terminated Cars (the "Delivery Date"). The Lessee hereby agrees that no later than seven (7) days after receipt of notice of the delivery location for the Terminated Cars (which shall be an Interchange Point on the Lessee's line (the "Transfer Location"), the Lessee will deliver the Terminated Cars, as identified by Lessor, to the Transfer Location and that the Lessee will be responsible for all costs associated with such move (including any storage costs) 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. Gvosz  
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: Mildred F. Smith  
Name: MILDRED F. SMITH  
Title: VICE PRESIDENT

State of Nebraska )  
 )  
County of Douglas )      ss

On this 11th day of August, 2010, 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)



*Maureen Fong Hinners*  
Maureen Fong Hinners, Notary Public

My Commission Expires: Dec. 5, 2011

State of \_\_\_\_\_ )  
 )  
County of \_\_\_\_\_ )      ss

On this \_\_\_\_ day of \_\_\_\_\_, 2010, 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 \_\_\_\_\_, 2010, 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

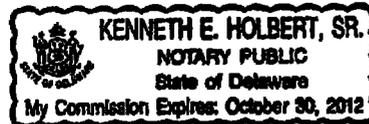
State of DELAWARE )  
 )  
County of NEW CASTLE ) ss

On this 11<sup>th</sup> day of AUGUST, 2010, before me, a notary public, personally appeared MILORAD F. SMITH, to me personally known, who being by me duly sworn says that (s)he is the 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



**Schedule A**  
**EQUIPMENT TO BE RELEASED**

149 - 100 – Ton - 3,610 c.f. open top hopper coal cars with the following car numbers:

| <u>Count</u> | <u>Marking</u> | <u>Number</u> |    |      |        |     |      |        |
|--------------|----------------|---------------|----|------|--------|-----|------|--------|
| 1            | CHTT           | 500432        | 50 | CHTT | 500266 | 100 | CHTT | 500238 |
| 2            | CHTT           | 500404        | 51 | CHTT | 500284 | 101 | CHTT | 500713 |
| 3            | CHTT           | 500445        | 52 | CHTT | 500695 | 102 | CHTT | 500389 |
| 4            | CHTT           | 500299        | 53 | CHTT | 500505 | 103 | CHTT | 500372 |
| 5            | CHTT           | 500378        | 54 | CHTT | 500395 | 104 | CHTT | 500447 |
| 6            | CHTT           | 500702        | 55 | CHTT | 500217 | 105 | CHTT | 500409 |
| 7            | CHTT           | 500312        | 56 | CHTT | 500262 | 106 | CHTT | 500494 |
| 8            | CHTT           | 500376        | 57 | CHTT | 500657 | 107 | CHTT | 500673 |
| 9            | CHTT           | 500599        | 58 | CHTT | 500450 | 108 | CHTT | 500286 |
| 10           | CHTT           | 500606        | 59 | CHTT | 500551 | 109 | CHTT | 500520 |
| 11           | CHTT           | 500502        | 60 | CHTT | 500391 | 110 | CHTT | 500707 |
| 12           | CHTT           | 500512        | 61 | CHTT | 500405 | 111 | CHTT | 500587 |
| 13           | CHTT           | 500711        | 62 | CHTT | 500340 | 112 | CHTT | 500362 |
| 14           | CHTT           | 500371        | 63 | CHTT | 500465 | 113 | CHTT | 500265 |
| 15           | CHTT           | 500479        | 64 | CHTT | 500515 | 114 | CHTT | 500248 |
| 16           | CHTT           | 500567        | 65 | CHTT | 500690 | 115 | CHTT | 500590 |
| 17           | CHTT           | 500710        | 66 | CHTT | 500680 | 116 | CHTT | 500481 |
| 18           | CHTT           | 500504        | 67 | CHTT | 500650 | 117 | CHTT | 500682 |
| 19           | CHTT           | 500544        | 68 | CHTT | 500626 | 118 | CHTT | 500561 |
| 20           | CHTT           | 500535        | 69 | CHTT | 500244 | 119 | CHTT | 500301 |
| 21           | CHTT           | 500390        | 70 | CHTT | 500210 | 120 | CHTT | 500641 |
| 22           | CHTT           | 500455        | 71 | CHTT | 500236 | 121 | CHTT | 500205 |
| 23           | CHTT           | 500223        | 72 | CHTT | 500302 | 122 | CHTT | 500309 |
| 24           | CHTT           | 500612        | 73 | CHTT | 500413 | 123 | CHTT | 500358 |
| 25           | CHTT           | 500613        | 74 | CHTT | 500610 | 124 | CHTT | 500303 |
| 26           | CHTT           | 500347        | 75 | CHTT | 500558 | 125 | CHTT | 500509 |
| 27           | CHTT           | 500365        | 76 | CHTT | 500639 | 126 | CHTT | 500557 |
| 28           | CHTT           | 500539        | 77 | CHTT | 500490 | 127 | CHTT | 500633 |
| 29           | CHTT           | 500360        | 78 | CHTT | 500207 | 128 | CHTT | 500231 |
| 30           | CHTT           | 500522        | 79 | CHTT | 500227 | 129 | CHTT | 500429 |
| 31           | CHTT           | 500310        | 80 | CHTT | 500331 | 130 | CHTT | 500591 |
| 32           | CHTT           | 500361        | 81 | CHTT | 500382 | 131 | CHTT | 500635 |
| 33           | CHTT           | 500439        | 82 | CHTT | 500393 | 132 | CHTT | 500685 |
| 34           | CHTT           | 500485        | 83 | CHTT | 500417 | 133 | CHTT | 500222 |
| 35           | CHTT           | 500418        | 84 | CHTT | 500516 | 134 | CHTT | 500332 |
| 36           | CHTT           | 500640        | 85 | CHTT | 500526 | 135 | CHTT | 500333 |
| 37           | CHTT           | 500426        | 86 | CHTT | 500559 | 136 | CHTT | 500383 |
| 38           | CHTT           | 500652        | 87 | CHTT | 500584 | 137 | CHTT | 500421 |
| 39           | CHTT           | 500246        | 88 | CHTT | 500656 | 138 | CHTT | 500461 |
| 40           | CHTT           | 500568        | 89 | CHTT | 500706 | 139 | CHTT | 500625 |
| 41           | CHTT           | 500617        | 90 | CHTT | 500496 | 140 | CHTT | 500648 |
| 42           | CHTT           | 500218        | 91 | CHTT | 500202 | 141 | CHTT | 500686 |
| 43           | CHTT           | 500588        | 92 | CHTT | 500367 | 142 | CHTT | 500712 |
| 44           | CHTT           | 500430        | 93 | CHTT | 500449 | 143 | CHTT | 500255 |
| 45           | CHTT           | 500290        | 94 | CHTT | 500285 | 144 | CHTT | 500397 |
| 46           | CHTT           | 500472        | 95 | CHTT | 500488 | 145 | CHTT | 500451 |
| 47           | CHTT           | 500201        | 96 | CHTT | 500368 | 146 | CHTT | 500325 |
| 48           | CHTT           | 500705        | 97 | CHTT | 500631 | 147 | CHTT | 500497 |
| 49           | CHTT           | 500355        | 98 | CHTT | 500258 | 148 | CHTT | 500228 |
|              |                |               | 99 | CHTT | 500459 | 149 | CHTT | 500666 |

**Schedule B**

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**ORIGINAL SURFACE TRANSPORTATION BOARD FILINGS**

| <b><u>Description</u></b>   | <b><u>Filing Date</u></b> | <b><u>Recordation Number</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           | 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.             |                                  |

**Schedule B**

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**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.             |                            |

**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:

8 / 13 / 10



Robert W. Alvord