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RECORDATION NO. 21660-E  
FILED JULY 2, 2015 12:20 PM  
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

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July 2, 2015

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 Termination of Lease Agreement, dated as of July 2, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease and associated documents previously filed with the Board under Recordation Number 21660.

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

Owner Trustee/ Lessor:	UP 1998 Trust for GECC No. 2 (c/o Wilmington Trust Company) 10 Rodney Square North Wilmington, DE 19890
[Lessee:	Union Pacific Railroad Company 1416 Dodge Street Omaha, NE 68179]

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

All railroad equipment covered by the Memorandum of Lease Agreement filed under Rec. No. 21660 is hereby TERMINATED.

Section Chief  
July 2, 2015  
Page 2

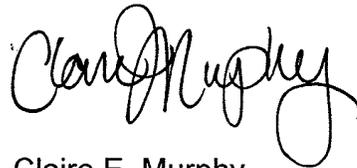
A short summary of the document to appear in the index is:

Termination of Lease Agreement.

Also enclosed is a check in the amount of \$43.00 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,

A handwritten signature in black ink, appearing to read "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M".

Claire E. Murphy

CEM  
Enclosures

**TERMINATION OF LEASE AGREEMENT**

THIS TERMINATION OF LEASE AGREEMENT is made and entered into as of July 2, 2015 by UP 1998 TRUST FOR GECC (“Owner Trustee”).

1. The Owner Trustee has heretofore entered into that certain Lease Agreement dated as of September 15, 1998 (as amended, supplemented or modified to date, the “Lease”) by which the Owner Trustee leased certain railroad equipment to Union Pacific Railroad Company. A memorandum of the Lease was duly recorded with the Surface Transportation Board on September 23, 1998 at 11:05 am under recordation number 21660 and a Summary of Lease Agreement was filed with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act on September 23, 1998 at 3:45 pm under document key 11119. Capitalized terms used herein without definition have the meanings assigned to them in the Lease.

2. A Statement of Change in Reporting Marks and/or Road Numbers was (a) recorded with the Surface Transportation Board on December 18, 2008 at 7:30 am under recordation number 21660-C. Another Statement of Change in Reporting Marks and/or Road Numbers was (a) recorded with the Surface Transportation Board on May 5, 2015 at 7:30 am under recordation number 21660-D and (b) filed with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act on May 5, 2015 at 1:41 pm under document key 24408.

3. The Lease is terminated effective as of the date hereof.

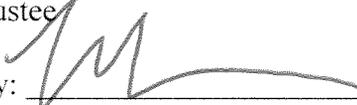
4. This Termination of Lease Agreement shall neither impair nor terminate the rights and obligations of the parties under the Lease which expressly survive termination.

[signature page follows]

IN WITNESS WHEREOF, the Trustee of the Owner Trustee has caused this Termination of Lease Agreement to be duly executed by its officers duly authorized as of the date and year first above written.

UP 1998 TRUST FOR GECC

By: WILMINGTON TRUST COMPANY, not  
in its individual capacity but solely as  
trustee

By:  \_\_\_\_\_

Name: Mark H. Brzoska

Assistant Vice President

Title: \_\_\_\_\_

Executed on this 29<sup>th</sup> day of June, 2015



**Schedule 1**  
**to Termination of Lease Agreement**  
Terminated Equipment

Fifty-two (52) GE AC4400CW locomotives with the following railroad running marks:

UP 7080 – UP 7131

Four (4) GE AC6000CW locomotives with the following railroad running marks:

UP 6898

UP 6899

UP 6900

UP 6901

**CERTIFICATION**

I, Claire E. Murphy, an attorney licensed to practice in the State of New Jersey, 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: July 2, 2015

  
\_\_\_\_\_  
Claire E. Murphy