

ALVORD AND ALVORD PLLC
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

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

PHONE: (202) 393-2266

FAX: 1-855-600-2836

E-MAIL: alvord@alvordlaw.com

WEBSITE: www.alvordlaw.com

January 4, 2016

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 Memorandum of Termination, Purchase and Release Agreement (EL-MO II Trust No. 2000-F), dated as of December 31, 2015, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and termination and relates to the Memorandum of Master Lease previously filed with the Board under Recordation Number 22960.

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

Lessee: Union Pacific Railroad Company
1400 Douglas Street, Stop 1920
Omaha, Nebraska 68179

Owner Participant: Wells Fargo Bank Northwest, N.A. (successor-
in-interest to Wachovia Bank, National
Association)
79 South Main Street 3rd Floor
Salt Lake City Utah 84111

Owner Trustee/
Lessor: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890-0001

Chief, Section of Administration
January 4, 2016
Page 2

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

48 locomotives within the series UP 4049 – UP 4164 as more particularly set forth on the attachment to the document.

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

Memorandum of Termination, Purchase and Release Agreement (EL-MO II Trust No. 2000-F).

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 that reads "Edward M. Luria". The signature is written in a cursive style with a large initial "E".

Edward M. Luria

EML/bhs
Enclosures

**MEMORANDUM OF TERMINATION, PURCHASE AND RELEASE AGREEMENT
(EL-MO II TRUST NO. 2000-F)**

THIS MEMORANDUM OF TERMINATION, PURCHASE AND RELEASE AGREEMENT is made and entered into as of December 31, 2015 (this "*Agreement*"), by and among UNION PACIFIC RAILROAD COMPANY, a Delaware corporation ("*Lessee*"); WELLS FARGO BANK, NATIONAL ASSOCIATION (successor-in-interest to Wells Fargo Bank Minnesota, N.A.), a national banking association (the "*Owner Participant*"); and WILMINGTON TRUST COMPANY, a Delaware trust company, not in its individual capacity, but solely as owner trustee (the "*Owner Trustee*" or "*Lessor*").

1. Reference is hereby made to (i) that certain Master Lease dated as of May 1, 2000 (the "*Master Lease*") originally between El-Mo Leasing II Corporation, a Delaware corporation (the "*El-Mo*") and the Lessee as amended by that certain Amendment No. 1 to Locomotive Supply Agreement and Master Lease dated as of September 1, 2002, originally by and among General Motors Corporation, a Delaware corporation ("*GM*"), El-Mo and the Lessee ("*Amendment No. 1*"), that certain Amendment No. 2 to Locomotive Supply Agreement and Master Lease dated as of March 17, 2003 originally by and among General Motors, El-Mo and the Lessee ("*Amendment No. 2*") and as supplemented by Lease Supplement No. 19 dated December 22, 2000, originally between El-Mo and the Lessee, Lease Supplement No. 20 dated December 22, 2000, originally between El-Mo and Lessee and Lease Supplement No. 21 dated December 22, 2000, originally between El-Mo and the Lessee (the "*Lease Supplements*"; the Master Lease, as amended by Amendment No. 1, Amendment No. 2 and solely as supplemented by the Lease Supplements and as otherwise amended, modified or supplemented to date solely as it relates to the Equipment, the "*Lease*") and (ii) the Termination, Purchase and Release Agreement dated as of December 31, 2015 by and among the Lessee, the Lessor and the Owner Participant (the "*Termination, Purchase and Release*"). Capitalized terms used herein without definition have the meanings assigned to them in the Lease.

2. The Master Lease (or a memorandum thereof) (i) was recorded with the Surface Transportation Board ("*STB*") on June 20, 2000, under recordation number 22960 and (ii) was deposited with the Registrar General of Canada (the "*RGC*") on June 27, 2000. The Lease Supplements (or a memorandum thereof) (i) were recorded with the STB on March 27, 2001 under recordation number 22960-K and (ii) were deposited with the RGC on March 23, 2001. A memorandum of Termination and Release and Assignment of Lease evidencing, among other things, the transfer of the Lease from El-Mo to the Lessor (i) was recorded with the STB on May 29, 2009, under recordation number 22960-YY and (ii) was deposited with the Registrar General of Canada on June 1, 2009 as Document Key 19948.

3. The Lessee provided notice to the Lessor and the Owner Participant dated July 3, 2015, that it has elected to exercise its early purchase option under the Lease (the "*Purchase Option*") with respect to the 48 SD70M Locomotives listed on Schedule 1 attached hereto and incorporated herein by this reference (the "*Equipment*") and has paid the purchase price in full in accordance with the Lease (the "*Purchase Price*"). The parties entered into the Termination, Purchase and Release to memorialize their understandings with respect to the Lessee's exercise of its Purchase Option.

4. The parties hereby acknowledge that (a) the Lessee has paid the Purchase Price, and (b) the Lease and the Related Agreements (as defined in the Termination, Purchase and Release) are terminated with respect to the Equipment effective as of the date hereof as described in the Termination, Purchase and Release and each of the documents filed with the STB and deposited with the RGC with respect to the Lease (and the interests of the parties evidenced thereby) are terminated or released, as the case may be, with respect to the Equipment and (c) the Lessor has granted, bargained, sold, transferred and conveyed unto the Lessee without recourse or warranty except as provided in the Bill of Sale (as defined in the Termination, Purchase and Release) all of its right, title and interest in and to the Equipment, "as is, where is," to have and to hold all and singular the Equipment unto the Lessee, its successors and assigns forever.

5. This Memorandum of Termination, Purchase and Release Agreement shall neither impair nor terminate the rights, obligations, liabilities, duties or claims and demands of the parties under the Lease, the UPRR Operative Agreements or the Related Agreements that remain in effect on the date hereof which expressly survive this termination, including without limitation, those rights, obligations, liabilities, duties or claims and demands with respect to locomotives that remain subject to the Master Lease.

6. 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.

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

IN WITNESS WHEREOF, the parties hereto have caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

UNION PACIFIC RAILROAD COMPANY, as the Lessee

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

WELLS FARGO BANK, NATIONAL ASSOCIATION (successor-in-interest to Wells Fargo Bank Minnesota, N.A.), as the Owner Participant

By: 
Name: Daniel Miller
Title: Managing Director

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as the Owner Trustee

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the parties hereto have caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

UNION PACIFIC RAILROAD COMPANY, as the Lessee

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

WELLS FARGO BANK, NATIONAL ASSOCIATION
(successor-in-interest to Wells Fargo Bank
Minnesota, N.A.), as the Owner Participant

By: _____
Name: _____
Title: _____

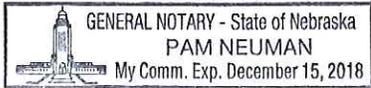
WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as the Owner Trustee

By:  _____
Name: Mark H. Brzoska
Title: Assistant Vice President

STATE OF NEBRASKA)
) SS.:
COUNTY OF DOUGLAS)

On this, the 22nd day of December, 2015, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on December 22, 2015 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

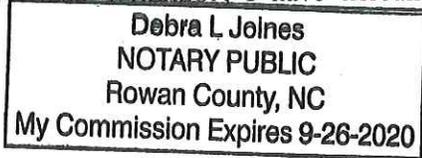


Pam Neuman
Notary Public
My Commission Expires: 12-15-2018

STATE OF North Carolina)
) SS.:
COUNTY OF Mecklenburg)

On this, the 16 day of December, 2015, before me, a Notary Public in and for said County and State, personally appeared Daniel Miller, who being by me duly sworn, says that (s)he is the Managing Director of Wells Fargo Bank, National Association, that said instrument was signed on December 16, 2015 on behalf of said national association 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 national association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Debra L. Joines
Notary Public
My Commission Expires: 9-26-2020

STATE OF DELAWARE)
) SS.:
COUNTY OF NEW CASTLE)

On this, the ___ day of December, 2015, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on December ___, 2015 on behalf of said trust company 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 trust company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Notary Public
My Commission Expires:

STATE OF NEBRASKA)
) SS.:
COUNTY OF DOUGLAS)

On this, the ___ day of December, 2015, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on December ___, 2015 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Notary Public
My Commission Expires:

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the ___ day of December, 2015, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of Wells Fargo Bank, National Association, that said instrument was signed on December ___, 2015 on behalf of said national association 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 national association.

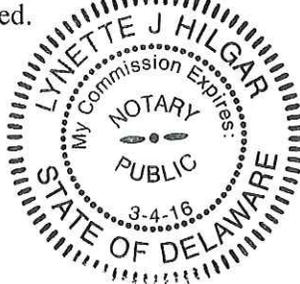
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Notary Public
My Commission Expires:

STATE OF DELAWARE)
) SS.:
COUNTY OF NEW CASTLE)

On this, the 14 day of December, 2015, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the Mark H. Brzoska Assistant Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on December 14, 2015 on behalf of said trust company 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 trust company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



[Signature]

Notary Public
My Commission Expires:

DESCRIPTION OF EQUIPMENT

<u>Lease Supplement No.</u>	<u>Equipment Description</u>	<u>Quantity</u>	<u>Reporting Marks</u>
19	SD70M Locomotives	6	UP 4049 UP 4063 UP 4068 UP 4070-UP 4072, inclusive
20	SD70M Locomotives	6	UP 4073-UP 4078, inclusive
21	SD70M Locomotives	36	UP 3778 UP 4079-UP 4088, inclusive UP 4100 UP 4103 UP 4111 UP 4113-UP 4118, inclusive UP 4137 UP 4145 UP 4148-UP 4151, inclusive UP 4154-UP 4155, inclusive UP 4157-UP 4164, inclusive

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: January 4, 2016

Edward M Luria

Edward M. Luria