RECORDATION NO. 21659-C
FILED JULY 2, 2015 12:20 PM
SURFACE TRANSPORTATION BOARD

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

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 21659.

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. 21659 is hereby TERMINATED.

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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,

Claire E. Murphy

CEM
Enclosures

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TERMINATION OF LEASE AGREEMENT

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

1. The Owner Trustee has heretofore entered into that certain Lease Agreement dated as of September 20, 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 21659 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 3:47 pm under document key 11122. Capitalized terms used herein without definition have the meanings assigned to them in the Lease.

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

3. 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 KBC

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

By: _____

Name: Mark H. Brzoska

Title: Assistant Vice President

Executed on this 29th day of June, 2015

State of Delaware)
) ss:
County of New Castle)

On this 29 day of June, 2015, before me personally appeared Mark H. Brzoska, to me personally known, who being duly sworn, says that he is Assistant Vice President of Wilmington Trust Company, the Trustee of UP 1998 Trust for KBC, that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.

Notary Public

My Commission expires on: LYNETTE J HILGAR
Notary Public
STATE OF DELAWARE
My Commission Expires 3-4-2016

LYNETTE J HILGAR
My Commission Expires:
NOTARY PUBLIC
3-4-16
STATE OF DELAWARE

Schedule 1
to Termination of Lease Agreement
Terminated Equipment

Sixteen (16) GE AC4400CW locomotives with the following railroad running marks:

UP 7000 – UP 7009

UP 7132 – UP 7137

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