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

July 5, 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 Termination of Lease Agreement, dated as of July 5, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 22203.

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

Owner Trustee: UP 1999 Trust for GECC No. 1
By Wilmington Trust Company,
not in its individual capacity, but solely as
trustee
1100 North Market Street
Wilmington, DE 19890

[Lessee: Union Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179]

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

36 GE, AC4400 diesel-electric locomotives TERMINATED: UP 7173 –UP 7208 inclusive.

Chief, Section of Administration
July 5, 2016
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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,

A handwritten signature in blue ink, appearing to read "E. Luria", with a small blue mark to the left of the name.

Edward M. Luria

EML/sem
Enclosures

TERMINATION OF LEASE AGREEMENT

THIS TERMINATION OF LEASE AGREEMENT is made and entered into as of July 5, 2016 by UP 1999 TRUST FOR GECC NO. 1 ("Owner Trustee").

1. The Owner Trustee has heretofore entered into that certain Lease Agreement dated as of June 20, 1999 (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 June 21, 1999 at 2:00 pm under recordation number 22203 and a Summary of Lease Agreement was filed with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act on June 22, 1999 at 10:31 am. 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.

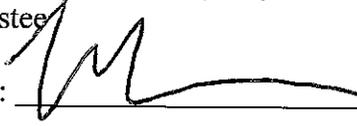
3. This Termination of Lease Agreement shall neither impair nor terminate the rights and obligations of the parties under the Lease which expressly survive termination.

[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 1999 TRUST FOR GECC NO. 1

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

By:  _____

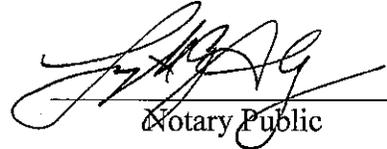
Name: Mark H. Brzoska
Vice President

Title: _____

Executed on this ___ day of _____, 2016

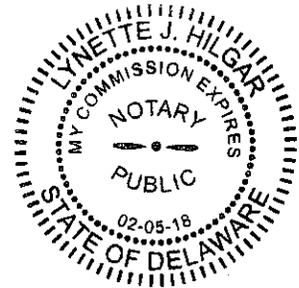
State of Delaware)
) ss:
County of New Castle)

On this 28 day of June, 2016, before me personally appeared Mark H. Brzoska, to me personally known, who being duly sworn, says that he is Vice President of Wilmington Trust Company, the Trustee of UP 1999 Trust for GECC, 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: _____



Schedule 1
to Termination of Lease Agreement
Terminated Equipment

Thirty-six (36) GE AC4400CW locomotives with the following railroad running marks:

UP 7173 – UP 7208, 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: July 5, 2016

Edward M. Luria

Edward M. Luria