

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

February 27, 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 Lease Termination and Release of Liens (UPRR 1997-A-2), dated as of February 27, 2015, 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 20827.

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

Owner Trustee/Lessor: Wilmington Trust Company
1100 North Market Street
Wilmington, DE 19890

Indenture Trustee: Citibank, N.A.
388 Greenwich Street, 14th Floor
New York, NY 10013

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

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

Section Chief
February 27, 2015
Page 2

64 railcars: UP 6570 – UP 6627, inclusive and UP 6629 – UP 6634, inclusive.

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

Lease Termination and Release of Liens (UPRR 1997-A-2).

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,


for

Edward M. Luria

EML/cem
Enclosures

EXECUTION VERSION

(UPRR 1997-A-2)

LEASE TERMINATION
AND
RELEASE OF LIENS

Dated as of February 27, 2015

among

UNION PACIFIC RAILROAD COMPANY,
as Lessee

WILMINGTON TRUST COMPANY
(not in its individual capacity except as otherwise expressly provided,
but solely as the Owner Trustee),
as Lessor

and

CITIBANK, N.A.,
as Indenture Trustee

THIS AGREEMENT SHALL BE FILED WITH THE SURFACE TRANSPORTATION BOARD AND DEPOSITED WITH THE OFFICE OF THE REGISTRAR GENERAL OF CANADA, AND UPON SUCH FILING, EACH OF THE DOCUMENTS DESCRIBED ON EXHIBIT B ATTACHED HERETO, AND THE INTERESTS OF THE PARTIES EVIDENCED THEREBY, SHALL BE TERMINATED OR RELEASED, AS THE CASE MAY BE, SOLELY WITH RESPECT TO THE EQUIPMENT DESCRIBED ON EXHIBIT A ATTACHED HERETO.

THIS LEASE TERMINATION AND RELEASE OF LIENS (this "Agreement"), dated as of February 27, 2015, among UNION PACIFIC RAILROAD COMPANY, a Delaware corporation (the "Lessee"), WILMINGTON TRUST COMPANY, a trust company, not in its individual capacity except as otherwise expressly provided, but solely as the Owner Trustee (the "Owner Trustee" or "Lessor") and CITIBANK, N.A., a national banking association, as Indenture Trustee (the "Indenture Trustee"). Capitalized terms used herein without definition shall have the respective meanings set forth in the Participation Agreement (defined below).

WITNESSETH

WHEREAS, (i) the Lessee, the Lessor, and Indenture Trustee have, with the other parties thereto, heretofore entered into a Participation Agreement (UPRR 1997-A-2) dated as of August 2, 1997 (as amended, supplemented and modified to date, the "Participation Agreement"); (ii) the Lessor and the Lessee have heretofore entered into a Lease Agreement (UPRR 1997-A-2) dated as of August 2, 1997 (as amended and supplemented by Lease Supplement No. 2 (defined below) and as further amended, supplemented and modified to date, the "Lease"); and (iii) as a result of the August 27, 2009 refinancing of the leveraged lease financing of the UPRR 1997-A-2 railroad rolling stock, among other documents, (x) the Indenture Trustee and the Owner Trustee entered into a Trust Indenture and Security Agreement (UPRR 1997-A-2) dated as of August 27, 2009 (as amended, supplemented and modified to date, the "Indenture"), which replaced the original Trust Indenture and Security Agreement (UPRR 1997-A-2) dated as of August 2, 1997 between the Indenture Trustee and Owner Trustee and (y) Lessee, Owner Trustee and Indenture Trustee entered Lease and Indenture Supplement No. 2, dated August 27, 2009 ("*Lease Supplement No. 2*") amending and restating Lease and Indenture Supplement No. 1, dated August 26, 1997, in each case leasing the Railcars listed in Schedule 1 thereto under the Lease; and

WHEREAS, the Lessee provided notice to Lessor dated January 13, 2015, that it has elected to exercise its early purchase option under the Lease (the "Early Buy-Out Option") with respect to the 64 GE AC4400CW locomotives listed on Exhibit A attached hereto and incorporated herein by this reference (the "Equipment") and has paid the purchase price in full in accordance with Section 4 of the Lease (together with the applicable make-whole payment, the "Purchase Price"); and

WHEREAS, the Owner Participant, Lessor, Lessee and Indenture Trustee have entered into a Termination and Release Agreement (UPRR 1997-A-2) dated as of the date hereof (the "Termination") memorializing the parties understandings with respect to the Lessee's payment of the Purchase Price and exercise of its Early Buy-Out Option;

NOW THEREFORE, in consideration of the premises and for good and sufficient consideration, the parties hereto hereby agree as follows:

1. The Lessor and Indenture Trustee do hereby acknowledge the Lessee's payment of the Purchase Price; and (a) any and all Liens under the Indenture are hereby released and cancelled; and (b) the Lease is hereby terminated and cancelled, and 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) 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.

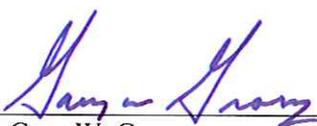
2. This Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same instrument.

3. 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 Exhibit 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 described on Exhibit A attached hereto.

4. This Agreement shall be governed by and construed in accordance with the laws 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. Grosz
Title: Assistant Treasurer

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

By: _____
Name:
Title:

CITIBANK, N.A.,
as Indenture Trustee

By: _____
Name:
Title:

3. 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 Exhibit 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 described on Exhibit A attached hereto.

4. This Agreement shall be governed by and construed in accordance with the laws 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. Grosz
Title: Assistant Treasurer

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

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

CITIBANK, N.A.,
as Indenture Trustee

By: _____
Name:
Title:

3. 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 Exhibit 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 described on Exhibit A attached hereto.

4. This Agreement shall be governed by and construed in accordance with the laws 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. Grosz
Title: Assistant Treasurer

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

By: _____
Name:
Title:

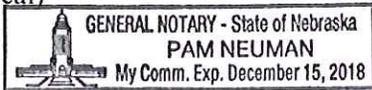
CITIBANK, N.A.,
as Indenture Trustee

By: _____
Name: John Hanson
Title: Vice President

State of Nebraska)
)
County of Douglas) ss

On this 27th day of February, 2015, 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, as Lessee, 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: 12-15-2018

State of Delaware)
)
County of New Castle) ss

On this ____ day of February, 2015, before me, a notary public, personally appeared _____, to me personally known, who being by me duly sworn says that he is the _____ of **WILMINGTON TRUST COMPANY**, as Owner Trustee, 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)

Notary Public

My Commission Expires:

State of New York)
)
County of New York) ss

On this ____ day of February, 2015, before me, a notary public, personally appeared _____, to me personally known, who being by me duly sworn says that he is the _____ of **CITIBANK, N.A.**, as Indenture Trustee, 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)

Notary Public

My Commission Expires:

State of Nebraska)
) ss
County of Douglas)

On this ____ day of February, 2015, 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**, as Lessee, 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)

Notary Public

My Commission Expires:

State of Delaware)
) ss
County of New Castle)

On this 24 day of February, 2015, before me, a notary public, personally appeared Mark H. Brzoska, to me personally known, who being by me duly sworn says that he is the Assistant Vice President of **WILMINGTON TRUST COMPANY**, as Owner Trustee, 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)



[Signature]

Notary Public

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

State of New York)
) ss
County of New York)

On this ____ day of February, 2015, before me, a notary public, personally appeared _____, to me personally known, who being by me duly sworn says that he is the _____ of **CITIBANK, N.A.**, as Indenture Trustee, 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)

Notary Public

My Commission Expires:

State of Nebraska)
)
County of Douglas)

On this ____ day of February, 2015, 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**, as Lessee, 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)

Notary Public

My Commission Expires:

State of Delaware)
)
County of New Castle)

On this ____ day of February, 2015, before me, a notary public, personally appeared _____, to me personally known, who being by me duly sworn says that he is the _____ of **WILMINGTON TRUST COMPANY**, as Owner Trustee, 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)

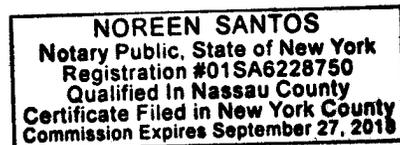
Notary Public

My Commission Expires:

State of New York)
)
County of New York)

On this 25th day of February, 2015, before me, a notary public, personally appeared John Hannon, to me personally known, who being by me duly sworn says that he is the Vice President of **CITIBANK, N.A.**, as Indenture Trustee, 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)



Noreen Santos

Notary Public

My Commission Expires:

EXHIBIT A

SCHEDULE OF EQUIPMENT

Quantity	Description	Road Numbers
64	GE AC4400CW locomotives	UP 6570 – UP 6627, inclusive, and UP 6629 – UP 6634, inclusive

EXHIBIT B

ORIGINAL SURFACE TRANSPORTATION BOARD FILINGS

<u>Description</u>	<u>Date Filed</u>	<u>Recordation Number</u>
Memorandum of Lease Agreement, dated as of August 2, 1997	August 19, 1997	20827
Memorandum of Amended and Restated Equipment Description (UPRR 1997-A-2), dated as of August 27, 2009	August 26, 2009	20827-B
Memorandum of Indenture and Security Agreement, dated as of August 27, 2009	August 26, 2009	20827-C
Memorandum of Lease and Indenture Supplement No. 2, dated as of August 27, 2009	August 26, 2009	20827-D
Memorandum of Lease Assignment, dated as of August 27, 2009	August 26, 2009	20827-E

ORIGINAL REGISTRAR GENERAL OF CANADA FILINGS

<u>Description</u>	<u>Date Filed</u>
Memorandum of Lease Agreement, dated as of August 2, 1997	August 19, 1997
Memorandum of Amended and Restated Equipment Description (UPRR 1997-A-2), dated as of August 27, 2009	August 26, 2009
Memorandum of Indenture and Security Agreement, dated as of August 27, 2009	August 26, 2009
Memorandum of Lease and Indenture Supplement No. 2, dated as of August 27, 2009	August 26, 2009
Memorandum of Lease Assignment, dated as of August 27, 2009	August 26, 2009

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: February 27, 2015

Edward M. Luria

Edward M. Luria