

ALVORD AND ALVORD PLLC SURFACE TRANSPORTATION BOARD

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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 Indenture and Security Agreement and Assignment, 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 Indenture and Security Agreement and the Memorandum of Lease Assignment previously filed with the Board under Recordation Numbers 21660-A and 21660-B, respectively.

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
Indenture Trustee:	Wilmington Trust, National Association 10 Rodney Square North Wilmington, DE 19890
[Lessee:	Union Pacific Railroad Company 1416 Dodge Street Omaha, NE 68179]

Section Chief
July 2, 2015
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A description of the equipment covered by the enclosed document is:

All railroad equipment covered by the Memorandum of Indenture and Security Agreement filed under Rec. No. 21660-A is hereby RELEASED.

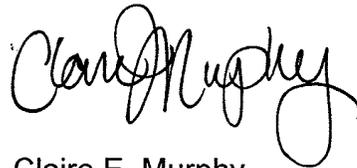
A short summary of the document to appear in the index is:

Termination of Indenture and Security Agreement and Assignment.

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 INDENTURE AND SECURITY AGREEMENT
AND ASSIGNMENT**

THIS TERMINATION OF INDENTURE AND SECURITY AGREEMENT AND ASSIGNMENT is made and entered into as of July 2, 2015 by and between UP 1998 TRUST FOR GECC (“Owner Trustee”), and WILMINGTON TRUST, NATIONAL ASSOCIATION, as Indenture Trustee (“Indenture Trustee”).

1. The Owner Trustee and the Indenture Trustee, then known as Wilmington Trust FSB, have heretofore entered into that certain Indenture and Security Agreement dated as of September 15, 1998 (as amended, supplemented or modified to date, the “Indenture”) by which the Owner Trustee granted a security interest in certain railroad equipment to the Indenture Trustee in order to secure the Owner Trustee’s performance of its obligations as described in the Indenture. A memorandum of the Indenture was duly recorded with the Surface Transportation Board on September 23, 1998 at 11:05 am under recordation number 21660-A and a Summary of Indenture and Security Agreement was filed with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act on September 23, 1998 at 3:46 pm under document key 11120. Capitalized terms used herein without definition have the meanings assigned to them in the Indenture.

2. Pursuant to the Indenture, the Owner Trustee assigned that certain Lease Agreement dated as of September 15, 1998 between Owner Trustee and Union Pacific Railroad Company, as amended, supplemented or modified, and the rents and other proceeds therefrom (with certain exceptions) to the Indenture Trustee. A memorandum of the foregoing assignment was duly recorded with the Surface Transportation Board on September 23, 1998 at 11:05 am under recordation number 21660-B.

3. 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.

4. The Indenture (including, without limitation, the assignment described in paragraph 2) is terminated effective as of the date hereof.

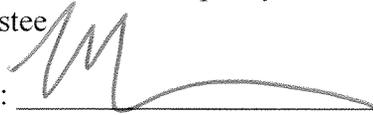
5. This Termination of Indenture and Security Agreement and Assignment shall neither impair nor terminate the rights and obligations of the parties under the Indenture which expressly survive termination.

[signature page follows]

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

UP 1998 TRUST FOR GECC, as Owner Trustee

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

WILMINGTON TRUST, NATIONAL
ASSOCIATION, as Indenture Trustee

By: 

Name: Mark H. Brzoska
Title: Assistant Vice President

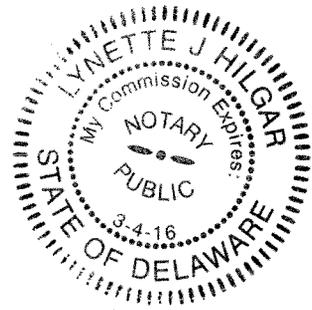
Executed on this 29th day of June, 2015

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

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



Notary Public



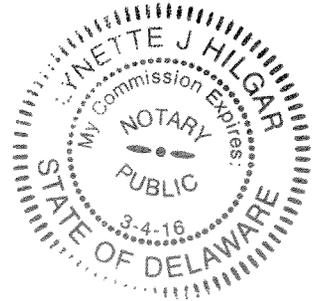
My Commission expires on: _____
LYNETTE J HILGAR
Notary Public
STATE OF DELAWARE
My Commission Expires 3-4-2016

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, NATIONAL ASSOCIATION, 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

Schedule 1
to Termination of Indenture and Security Agreement and Assignment
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