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

July 3, 2014

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423

Dear 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, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete termination and relates to the documents previously filed with the Board under Recordation Numbers 21857 and 21857-D.

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

Owner Trustee: UP 1998 Trust for GECC No. 3  
c/o Wilmington Trust Company  
10 Rodney Square North  
Wilmington DE

Chief  
Section of Administration  
July 3, 2014  
Page 2

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

All railcars covered by the Memorandum of Lease filed under Recordation Number 21857 are TERMINATED.

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 \$44.00 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 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

**TERMINATION OF LEASE AGREEMENT**

THIS TERMINATION OF LEASE AGREEMENT is made and entered into as of July 2, 2014 by UP 1998 TRUST FOR GECC NO. 3 ("Owner Trustee").

1. The Owner Trustee has heretofore entered into that certain Lease Agreement dated as of December 3, 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 December 10, 1998 at 10:55 am under recordation number 21857 and with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act on December 10, 1998 at 1:49 pm under document key 11275. Capitalized terms used herein without definition have the meanings assigned to them in the Lease.

2. A Partial Termination of Lease was duly recorded with the Surface Transportation Board on July 2, 2013 at 4:30 pm under recordation number 21857-D; this Termination of Lease Agreement reflects the termination of the Lease with respect to all units of railroad equipment not addressed by that filing.

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

4. 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 GECC NO. 3

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

By:  \_\_\_\_\_

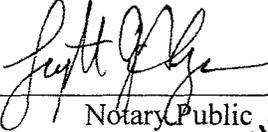
Name: Mark H. Brzoska  
Assistant Vice President

Title: \_\_\_\_\_

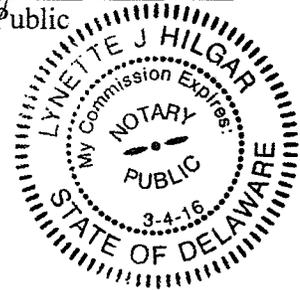
Executed on this \_\_\_ day of \_\_\_\_\_, 2014

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

On this 26 day of June, 2014, 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 GECC No. 3, 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 3-4-2015



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: 7/3/14

Edward M Luria  
Edward M. Luria