

RECORDATION NO. 15413-H FILED

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

DEC 21 '05 11-10 AM

SUITE 301
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

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December 20, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Lease Termination, dated as of December 15, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete lease termination and relates to the Lease previously filed with the Commission under Recordation Number 15413.

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

Lessor: Kent Leasing Corporation
600 California Street, 6th Floor
San Francisco, California 94108

Lessor: ATEL Capital Equipment Fund VIII, LLC
600 California Street, 6th Floor
San Francisco, California 94108

Lessee: Union Pacific Railroad Company
1400 Douglas Street
Omaha Nebraska 68179-1580

Mr. Vernon A. Williams
December 20, 2005
Page 2

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

295 gondola cars within the series DRGW 310017 - DRGW 350241 as more particularly set forth in the equipment schedule attached to the document.

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

Lease Termination.

Also enclosed is a check in the amount of \$33.00 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,



Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 15413-H FILED

DEC 21 '05 11-10 AM

SURFACE TRANSPORTATION BOARD

LEASE TERMINATION

Dated as of December 15, 2005

between

UNION PACIFIC RAILROAD COMPANY,

as Lessee

and

KENT LEASING CORPORATION,

and

ATEL CAPITAL EQUIPMENT FUND VIII, LLC,

as Lessors

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 OR DEPOSIT, 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.

THIS LEASE TERMINATION (this "Agreement"), dated as of December 15, 2005, between UNION PACIFIC RAILROAD COMPANY, a Delaware corporation, successor in interest to The Denver and Rio Grande Western Railroad Company, as Lessee (the "Lessee"), and KENT LEASING CORPORATION and ATEL CAPITAL EQUIPMENT FUND VIII, LLC, both successors in interest to ATEL Leasing Corporation, as Lessors (the "Lessor").

WITNESSETH

WHEREAS, the Lessee and each Lessor, with respect to certain items of Equipment, have heretofore entered into that Lease of Railroad Equipment dated as of December 15, 1987 (Capitalized terms used herein without definition shall have the respective meanings set forth in the Lease);

WHEREAS, the Lease provides for the transfer of all the Lessor's right, title and interest in and to the items of equipment listed on Exhibit A attached hereto and incorporated herein by reference (the "Equipment") and for the termination of the Lease with respect to the Equipment should Lessee exercise its purchase option in accordance with Section 13 of the Lease; and

WHEREAS, the Lessee has paid the purchase price for the Equipment in full and received a Bills of Sale with respect to the Equipment from each Lessor.

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

1. The Lease is hereby terminated and canceled with respect to the Equipment, effective on and as of the date hereof, and from and after the date hereof, neither party to the Lease shall have any obligations or rights thereunder, except that the Lessee shall continue to be obligated to the Lessor with respect to any and all obligations under the Lease, including without limitation indemnification obligations, that, pursuant to the terms of the Lease, survive the expiration or termination of the Lease.

2. This document 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 by Lessee with the Surface Transportation Board and deposited in the Office of the Registrar General of Canada and, upon such filing or deposit, 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.

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

KENT LEASING CORPORATION, as Lessor
By: ATEL Leasing Corporation, its Attorney-in-Fact

By: 
Name: Dean Cash
Title: President

ATEL CAPITAL EQUIPMENT FUND VIII, LLC,
as Lessor

By: ATEL Financial Services, LLC, its Manager
By: ATEL Leasing Corporation, its Manager

By: 
Name: Dean Cash
Title: President

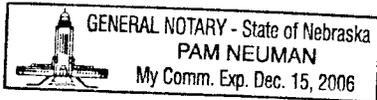
ATEL LEGAL DEPARTMENT
**APPROVED
AS TO FORM**

BY: 

State of Nebraska)
)
County of Douglas) ss

On this 19th day of December, 2005, 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 Asst. Treasurer of UNION PACIFIC RAILROAD COMPANY 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: 12-15-06

State of)
)
County of) ss

On this _____ day of _____, 2005, before me, a notary public, personally appeared _____, to me personally known, who being by me duly sworn says that he or she is the _____ of ATEL LEASING CORPORATION, Attorney-In-Fact to KENT LEASING CORPORATION and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he or she 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

State of)
)
County of) ss

On this _____ day of _____, 2005, before me, a notary public, personally appeared _____, to me personally known, who being by me duly sworn says that he or she is the _____ of ATEL LEASING CORPORATION, Manager of ATEL CAPITAL EQUIPMENT FUND VIII, LLC and that said instrument was executed on behalf of said limited liability company by authority of its Board of Managers, and he or she acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

(Notarial Seal)

[Signature]
Notary Public

My Commission Expires

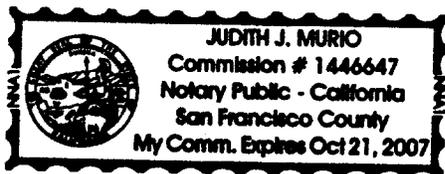
STATE OF CALIFORNIA }

ss.

COUNTY OF SAN FRANCISCO }

On December 15, 2005, before me, Judith J. Murio, the undersigned Notary Public, personally appeared Dean Cash, known to me to be the person whose name is subscribed to this instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.




Judith J. Murio, Notary Public
Commission Number 1446647

My Commission expires: October 21, 2007

(Notarial Seal)

(This Notary Acknowledgment is an attachment to
LEASE TERMINATION – Union Pacific Railroad Company/
Kent Leasing Corporation/ATEL Capital Equipment Fund VIII, LLC
dated as of December 15, 2005)

SCHEDULE OF TERMINATED EQUIPMENT

<u>Description</u>	<u>Quantity</u>	<u>Road Number</u>
52' 100-ton 5' sided mill gondola cars	295	DRGW 310998 DRGW 310992 DRGW 310978 DRGW 310970 DRGW 310945 DRGW 310923 DRGW 310921 DRGW 310887 DRGW 310880 DRGW 310874 DRGW 310871 DRGW 310848 DRGW 310847 DRGW 310834 DRGW 310820 DRGW 310815 DRGW 310795 DRGW 310781 DRGW 310777 DRGW 310763 DRGW 310736 DRGW 310726 DRGW 310724 DRGW 310711 DRGW 310703 DRGW 310700 DRGW 310697 DRGW 310695 DRGW 310668 DRGW 310658 DRGW 310650 DRGW 310645 DRGW 310634 DRGW 310626 DRGW 310617 DRGW 310608 DRGW 310598 DRGW 310596 DRGW 310577 DRGW 310558 DRGW 310556 DRGW 310552

DRGW 310524
DRGW 310519
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DRGW 310351
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DRGW 340002
DRGW 350241

ORIGINAL SURFACE TRANSPORTATION BOARD FILINGS

<u>Description</u>	<u>Date Filed</u>	<u>Recordation Number</u>
Lease of Railroad Equipment dated as of December 15, 1987	December 15, 1987	15413
Assignment of Leases dated as of December 15, 1987	December 15, 1987	15413-A
Assignment to and Appointment of Successor Trustee dated as of March 1, 1992	May 14, 1992	15413-B
Assignment and Assumption Agreement dated as of June 25, 1999 (Trust Agreement dated as of July 1, 1980)	June 20, 2000	15413-C
Assignment and Assumption Agreement dated as of June 25, 1999 (Trust Agreement dated as of October 1, 1980)	June 20, 2000	15413-D
Assignment and Assumption Agreement dated as of June 25, 1999 (Trust Agreement dated as of February 1, 1980)	June 20, 2000	15413-E
Memorandum of Assignment and Assumption Agreement dated as of December 30, 1999	July 25, 2000	15413-F
Notice of Change of Owner Trustee dated August 27, 2004	September 22, 2004	15413-G

ORIGINAL REGISTRAR GENERAL OF CANADA FILINGS

<u>Description</u>	<u>Date Filed</u>	<u>Document Key</u>
Lease of Railroad Equipment dated as of December 15, 1987	December 15, 1987	12363
Assignment and Assumption Agreement dated as of June 25, 1999 (Trust Agreement dated as of July 1, 1980)	June 20, 2000	12464
Assignment and Assumption Agreement dated as of June 25, 1999 (Trust Agreement dated as of October 1, 1980)	June 20, 2000	12463
Assignment and Assumption Agreement dated as of June 25, 1999 (Trust Agreement dated as of February 1, 1980)	June 20, 2000	12462
Memorandum of Assignment and Assumption Agreement dated as of December 30, 1999	July 25, 2000	12465