

JAN 16 '09 -2 30 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
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WASHINGTON, D.C.
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1864)

OF COUNSEL
URBAN A. LESTER

January 16, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Re: UPRR 1996-B

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Lease Termination, Release of Lien and Bill of Sale, dated as of December 30, 2008, 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 20246.

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

Security Trustee: The Bank of New York Mellon Trust Company,
N.A. (successor to Harris Trust and Savings
Bank)
One Wall Street
New York, NY 10286

Lessor: Dia Continent Ltd.
7-2 Yaesu 2-chome
Chuo-ku, Tokyo 104

Lessee: Union Pacific Railroad Company
1416 Douglas Street
Omaha, NE 68179-1580

Anne K. Quinlan, Esquire
January 16, 2009
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A description of the railroad equipment covered by the enclosed document is:

25 locomotives: UP 7003 - UP 7008, UP 7012, UP 7048 - UP 7060 and UP 8050 - UP 8054

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

Lease Termination, Release of Lien and Bill of Sale.

Also enclosed is a check in the amount of \$41.00 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 "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO.

20246-14
FILED

JAN 16 '09

-2 30 PM

SURFACE TRANSPORTATION BOARD

EXECUTION VERSION

(UPRR 1996-B)

LEASE TERMINATION,
RELEASE OF LIENS
AND
BILL OF SALE

Dated as of December 30, 2008

Among

UNION PACIFIC RAILROAD COMPANY,

as Lessee

DIA CONTINENT LTD.,

as Lessor

and

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.,
(Successor to HARRIS TRUST AND SAVINGS BANK),

as Security Trustee

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.

Lease Termination, Release of Liens and Bill of Sale
Dia Continent/Union Pacific

THIS LEASE TERMINATION, RELEASE OF LIENS AND BILL OF SALE (this "Agreement"), dated as of December 30, 2008 among UNION PACIFIC RAILROAD COMPANY, a Delaware corporation (the "Lessee"), DIA CONTINENT LTD., a corporation formed under the laws of Japan, (the "Lessor" or the "Borrower") and THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. (successor to HARRIS TRUST AND SAVINGS BANK), a national banking association (the "Security Trustee").

WITNESSETH

WHEREAS, (i) the Lessor and the Lessee have heretofore entered into a Lease Agreement and supplements thereto (the "Lease") and a Lessor Security Agreement (the "Lessor Security Agreement"), both dated as of August 29, 1996; (ii) the Borrower and the Security Trustee have heretofore entered into a Mortgage and Security Agreement and supplements thereto (the "Mortgage and Security Agreement") and Lease Assignment (the "Assignment"), both dated as of August 29, 1996 (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 of the Lessor's right, title and interest in and to the Locomotives listed on Exhibit A attached hereto and incorporated herein by this reference (the "Equipment") and for the termination of the Lease should Lessee exercise its purchase option in accordance with Section 19 of the Lease; and

WHEREAS, the Lessee provided notice to Lessor dated August 29, 2008 that it has elected to exercise its purchase option and has paid the Purchase Price in full in accordance with Section 19 of the Lease;

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

1. The Lessor does hereby acknowledge the Lessee's payment of the Purchase Price; and (a) any and all Liens under the Lessor Security Agreement are hereby released and canceled; and (b) the Lease is hereby terminated and canceled with respect to the Equipment, and the Lessor does hereby grant, bargain, sell, transfer and convey unto the Lessee without recourse or warranty except as provided in this paragraph all of its right, title and interest in and to the Equipment, including any and all rights in the Assignment, "as is, where is," free and clear of all right, title and interest of the Lessor and the Lessor's Liens, to have and to hold all and singular the Equipment unto the Lessee, its successors and assigns forever; provided that the Lessee agrees that nothing contained herein shall prejudice those rights of the Lessor which are intended under the Lease to survive the termination thereof.

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.

Lease Termination, Release of Liens and Bill of Sale
Dia Continent/Union Pacific

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: Steven A. Oiness
Name: Steven A. Oiness
Title: Assistant Treasurer

DIA CONTINENT LTD.,
as Lessor

By: _____
Name:
Title:

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A. (successor to HARRIS TRUST AND
SAVINGS BANK),
as Security Trustee

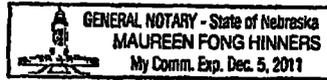
By: _____
Name:
Title:

Lease Termination, Release of Liens and Bill of Sale
Dia Continent/Union Pacific

State of Nebraska)
)
County of Douglas) ss

On this 30th day of December, 2008, before me, a notary public, personally appeared Steven A. Oiness, to me personally known, who being by me duly sworn says that he is the Assistant 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)



Maureen Fong Hinners
Notary Public

My Commission Expires: Dec. 5, 2011

State of _____)
)
County of _____) ss

On this ____ day of _____, 2008, before me, a notary public, personally appeared _____, to me personally known, who being by me duly sworn says that she is the _____ of DIA CONTINENT LTD. and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and she 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 _____)
)
County of _____) ss

On this ____ day of _____, 2008, before me, a notary public, personally appeared _____, to me personally known, who being by me duly sworn says that he is the _____ of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. (successor to HARRIS TRUST AND SAVINGS BANK) as Security 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:

Lease Termination, Release of Liens and Bill of Sale
Dia Continent/Union Pacific

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:
Title:

DIA CONTINENT LTD.,
as Lessor

By: _____
Name:
Title:

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A. (successor to HARRIS TRUST AND
SAVINGS BANK),
as Security Trustee

By:  _____
Name: D. G. DONOVAN
Title: VICE PRESIDENT

Lease Termination, Release of Liens and Bill of Sale
Dia Continent/Union Pacific

State of Nebraska)
)
County of Douglas) ss

On this ____ day of _____, 2008, before me, a notary public, personally appeared _____, to me personally known, who being by me duly sworn says that he is the _____ 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)

Notary Public

My Commission Expires:

State of _____)
)
County of _____) ss

On this ____ day of _____, 2008, before me, a notary public, personally appeared _____, to me personally known, who being by me duly sworn says that she is the _____ of DIA CONTINENT LTD. and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

Notary Public

My Commission Expires:

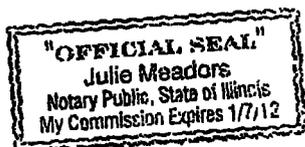
State of Illinois)
)
County of Cook) ss

On this 30th day of December, 2008, before me, a notary public, personally appeared D. G. DONOVAN, to me personally known, who being by me duly sworn says that he is the VICE PRESIDENT of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. (successor to HARRIS TRUST AND SAVINGS BANK) as Security 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)

Julie Meadors
Notary Public

My Commission Expires: 1-7-12



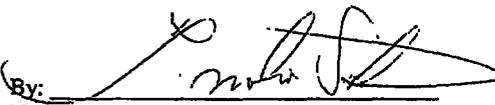
Lease Termination, Release of Liens and Bill of Sale
Dia Continent/Union Pacific

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:
Title:

DIA CONTINENT LTD.,
as Lessor

By: 
Name: _____
Title: **TOMOKO SEKIYA**
ATTORNEY-IN-FACT

THE BANK OF NEW YORK MELLON TRUST
COMPANY, N.A. (successor to HARRIS TRUST AND
SAVINGS BANK),
as Security Trustee

By: _____
Name:
Title:

KYOBASHI NOTARY OFFICE

1-10KYOBASHI 1-CHOME, CHUO-KU, PHONE: 81-03-3271-4677
TOKYO 104-0031, JAPAN FAX: 81-03-3271-3606

Registered No. 1747

NOTARIAL CERTIFICATE

I, the undersigned NOTARY, do hereby certify that Ms. Tomoko Sekiya, Attorney at Law Admitted in New York, Associate of White & Case LLP, who has a power of attorney, being duly authorized to execute and deliver the foregoing instrument ("LEASE TERMINATION, RELEASE OF LIENS AND BILL OF SALE") for and on behalf of DIA CONTINENT LTD., being legally established and existing under the laws of Japan and having its registered office at 5-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo, 100-6525, Japan has executed in my very presence the foregoing instrument.

Dated this 19th day of December 2008.



Shigeo Ikeda

Shigeo IKEDA NOTARY

TOKYO LEGAL AFFAIRS BUREAU

My commission expires: January 22, 2013



平成20年登録第 1247 号

認 証

囑託人・ダイヤコンチネント有限公司 (DIA CONTINENT LTD. 本店：日本国東京都千代田区丸の内1丁目5番1号) の権限ある代理人
外国法事務弁護士 関屋 智子 (Ms. Tomoko SEKIYA ホワイト&ケース
外国法事務弁護士事務所アソシエイト) は、本公証人の面前において、
添付書面「LEASE TERMINATION, RELEASE OF LIENS AND BILL OF SALE)」に署名した。

よって、これを認証する。

平成20年 12 月 19 日、本公証人役場において

東京都中央区京橋一丁目1番10号

東京法務局所属

公 証 人
Notary

池田 公行 

Shigeo IKEDA

総公証 No 135083 号

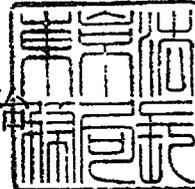
証 明

上記署名は、東京法務局所属公証人の署名に相違ないものであり、かつ、その押印は、
真実のものであることを証明する。

平成20年 12 月 19 日

東京法務局長

五十嵐義治



CERTIFICATE

This is to certify that the signature affixed above has been provided by Notary,
duly authorized by the Tokyo Legal Affairs Bureau and that the Official Seal
appearing on the same is genuine.

Date DEC. 19. 2008

Yoshiharu IGARASHI

Director of the Tokyo Legal Affairs Bureau

For legalization by the foreign consul in
Japan, this is to certify that the Seal
affixed hereto is genuine.

Date DEC. 19. 2008



Tokyo, _____

Official
Ministry of Foreign Affairs
(Consular Service Division)



Lease Termination, Release of Liens and Bill of Sale
Dia Continent/Union Pacific

Exhibit A

SCHEDULE OF EQUIPMENT

<u>Description</u>	<u>Quantity</u>	<u>Road Number</u>
General Electric AC 4400 CW Diesel Electric Locomotives	14	UP 7012, UP 7048 – UP 7060, inclusive
General Electric AC 6000 CW Diesel Electric Locomotives	6	UP 7003 – UP 7008, inclusive
General Motors Corporation (Electro-Motive Division) Model SD-90 MAC Diesel Electric Locomotives	5	UP 8050 – UP 8054, inclusive

Lease Termination, Release of Liens and Bill of Sale
Dia Continent/Union Pacific

Exhibit B
Page 1 of 2

ORIGINAL SURFACE TRANSPORTATION BOARD FILINGS

<u>Description</u>	<u>Filing Date</u>	<u>Recordation Number</u>
Memorandum of Lease Agreement (UPRR 1996-B) between Dia Continent Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of August 29, 1996	August 28, 1996	20246
Memorandum of Mortgage and Security Agreement (UPRR 1996-B) between Dia Continent Ltd., as Borrower and Harris Trust and Savings Bank, as Security Trustee, dated as of August 29, 1996	August 28, 1996	20246-A
Memorandum of Lease Supplement No. 1 (UPRR 1996-B) between Dia Continent Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of August 29, 1996	August 28, 1996	20246-B
Memorandum of Mortgage Supplement No. 1 (UPRR 1996-B) between Dia Continent Ltd., as Borrower, and Harris Trust and Savings Bank, as Security Trustee, dated as of August 29, 1996	August 28, 1996	20246-C
Memorandum of Lease Assignment (UPRR 1996-B) between Dia Continent Ltd., as Lessor, and Harris Trust and Savings Bank, as Security Trustee, dated as of August 29, 1996	August 28, 1996	20246-D
Memorandum of Dollar Account Pledge Agreement (UPRR 1996-B) between Dia Continent Ltd., as Borrower, and Kreditanstalt für Wiederaufbau, as Agent, dated as of August 29, 1996	August 28, 1996	20246-E
Memorandum of Yen Assignment Agreement (UPRR 1996-B) between Dia Continent Ltd., as Assignor, and the Bank of Tokyo-Mitsubishi, Ltd., as Assignee, dated as of August 29, 1996	August 28, 1996	20246-F
Memorandum of Lessor Security Agreement (UPRR 1996-B) between Dia Continent Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of August 29, 1996	August 28, 1996	20246-G

Lease Termination, Release of Liens and Bill of Sale
Dia Continent/Union Pacific

Exhibit B
Page 2 of 2

ORIGINAL REGISTRAR GENERAL OF CANADA FILINGS

<u>Description</u>	<u>Filing Date</u>	<u>Document Key</u>
Memorandum of Lease Agreement (UPRR 1996-B) between Dia Continent Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of August 29, 1996	August 28, 1996	4529
Memorandum of Mortgage and Security Agreement (UPRR 1996-B) between Dia Continent Ltd., as Borrower and Harris Trust and Savings Bank, as Security Trustee, dated as of August 29, 1996	August 28, 1996	4531
Memorandum of Lease Supplement No. 1 (UPRR 1996-B) between Dia Continent Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of August 29, 1996	August 28, 1996	4530
Memorandum of Mortgage Supplement No. 1 (UPRR 1996-B) between Dia Continent Ltd., as Borrower, and Harris Trust and Savings Bank, as Security Trustee, dated as of August 29, 1996	August 28, 1996	4532
Memorandum of Lease Assignment (UPRR 1996-B) between Dia Continent Ltd., as Lessor, and Harris Trust and Savings Bank, as Security Trustee, dated as of August 29, 1996	August 28, 1996	4533
Memorandum of Dollar Account Pledge Agreement (UPRR 1996-B) between Dia Continent Ltd., as Borrower, and Kreditanstalt für Wiederaufbau, as Agent, dated as of August 29, 1996	August 28, 1996	4535
Memorandum of Yen Assignment Agreement (UPRR 1996-B) between Dia Continent Ltd., as Assignor, and the Bank of Tokyo-Mitsubishi, Ltd., as Assignee, dated as of August 29, 1996	August 28, 1996	4536
Memorandum of Lessor Security Agreement (UPRR 1996-B) between Dia Continent Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of August 29, 1996	August 28, 1996	4534

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: 1/16/09



Robert W. Alvord