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May 28, 2009

22960-77  
RECORDATION NO. \_\_\_\_\_ FILED

MAY 29 '09 -3 2 0 PM

SURFACE TRANSPORTATION BOARD

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

Re: Union Pacific Railroad Company  
Termination and Release (El-Mo II Trust No. 2000-A)

Dear Ms. Quinlan:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Termination and Release (El-Mo II Trust No. 2000-A) dated as of May 28, 2009, among Wilmington Trust Company, as Owner Trustee (the "Head Lessor"), El-Mo Leasing II Corporation, as lessor (the "Lessor"), and Union Pacific Railroad Company, as lessee (the "Lessee").

The enclosed document relates to the termination of those certain Lease Supplements (the "Lease Supplements"), that incorporate that certain Master Lease dated as of May 1, 2000 (as amended, supplemented or modified to date, the "Sublease"), in each case, between the Lessor and the Lessee and those certain Collateral Assignments entered into between the Head Lessor and the Lessor (the "Collateral Assignments") and all memoranda relating thereto concerning the equipment covered by the Lease Supplements.

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

Lessor: El-Mo II Leasing Corporation  
c/o Treasurer's Office  
General Motors Corporation  
767 Fifth Avenue, 14th Floor  
New York, New York 10153

Lessee: Union Pacific Railroad Company  
1400 Douglas Street  
Mail Stop 1920  
Omaha, Nebraska 68179

CHAPMAN AND CUTLER LLP

Head Lessor: Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890-1605  
Attention: Corporate Trust Administration

The equipment covered by the aforesaid Termination and Release (El-Mo II Trust' No. 2000-A) consists of all railroad equipment previously on file and subject to the Lease Supplements.

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

Termination and Release (El-Mo II Trust No. 2000-A)

A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord, Esq.  
Alvord and Alvord  
1050 Seventeenth Street, N.W.  
Suite 301  
Washington, D.C. 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-2991).

Sincerely,

CHAPMAN AND CUTLER LLP

BY Michael D. Robson  
Michael D. Robson

Enclosures

MAY 29 '09 -3 2 0 PM

**TERMINATION AND RELEASE  
(EL-MO II TRUST NO. 2000-A)**

SURFACE TRANSPORTATION BOARD

THIS TERMINATION AND RELEASE (El-Mo II Trust No. 2000-A) is made and entered into as of May 28, 2009 by and among WILMINGTON TRUST COMPANY, Delaware banking corporation, as Owner Trustee (the "*Head Lessor*"), EL-MO LEASING II CORPORATION, a Delaware corporation, as lessor ("*Lessor*"), and UNION PACIFIC RAILROAD COMPANY, a Delaware corporation, as lessee ("*Lessee*").

1. The Lessor and Lessee have heretofore entered into certain Lease Supplements (the "*Lease Supplements*"), which Lease Supplements incorporate that certain Master Lease dated as of May 1, 2000 (as amended, supplemented or modified to date, the "*Sublease*") pursuant to which the Lessor leased to the Lessee the railroad equipment described on Schedule 1 hereto (the "*Equipment*").

2. The Head Lessor and the Lessor have heretofore entered into those certain Collateral Assignments (the "*Collateral Assignments*") and all memoranda relating thereto which were duly recorded with the Surface Transportation Board relating to the Equipment

3. The Head Lessor, the Lessor and the Lessee have agreed to terminate (i) the Sublease and all memoranda relating thereto which were duly recorded with the Surface Transportation Board relating to the Equipment and (ii) the Collateral Assignments and all memoranda relating thereto which were duly recorded with the Surface Transportation Board relating to the Equipment

4. The Sublease and Collateral Assignments are terminated effective as of the date hereof with respect to the Equipment.

5. This Termination and Release shall neither impair nor terminate the rights and obligations of the parties under the Sublease which expressly survive this termination.

IN WITNESS WHEREOF, the parties hereto have each caused this Termination and Release to be duly executed by their respective officers duly authorized as of the date and year set forth below.

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

By   
Name: Anna Roselli Woolery  
Title: Assistant Vice President

Executed on this 28<sup>th</sup> day of May, 2009.

EL-MO LEASING II CORPORATION

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_ day of May, 2009.

UNION PACIFIC RAILROAD COMPANY

By \_\_\_\_\_  
Name: Gary W. Grosz  
Title: Assistant Treasurer

Executed on this \_\_\_ day of May, 2009.

STATE OF Delaware )  
COUNTY OF New Castle

SS.:

On this, the 27 day of May, 2009, before me, a Notary Public in and for said County and State, personally appeared Anta Roselli Woolery, who being by me duly sworn, says that he is the Assistant Vice President of TRUST COMPANY, that said instrument was signed on May 27 2009 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Patrick A. Kanar  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

**PATRICK A. KANAR**  
**Notary Public - State of Delaware**  
**My Comm. Expires April 1, 2010**

IN WITNESS WHEREOF, the parties hereto have each caused this Termination and Release to be duly executed by their respective officers duly authorized as of the date and year set forth below.

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

By \_\_\_\_\_

Name:

Title:

Executed on this \_\_\_\_ day of May, 2009.

EL-MO LEASING II CORPORATION

By Michelle M. Scheer

Name: Michelle Scheer

Title: President

Executed on this 28 day of May, 2009.

UNION PACIFIC RAILROAD COMPANY

By \_\_\_\_\_

Name: Gary W. Grosz

Title: Assistant Treasurer

Executed on this \_\_\_\_ day of May, 2009.

STATE OF New York )  
 )  
COUNTY OF New York ) SS.:

On this, the 28 day of May, 2009, before me, a Notary Public in and for said County and State, personally appeared Michelle Scheer, who being by me duly sworn, says that (s)he is the President of EL-MO LEASING II CORPORATION, that said instrument was signed on May 28, 2009 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

STACEY SIMMONS  
NOTARY PUBLIC, State of New York  
No. 01SI6049798  
Qualified in Bronx County  
Commission Expires October 23, 2002010

Stacey Simmons  
Name: STACEY SIMMONS  
Notary Public  
My Commission Expires: 10-23-2010  
Residing in NEW YORK

(SEAL)

STATE OF NEBRASKA )  
 )  
COUNTY OF DOUGLAS ) SS.:

On this, the \_\_\_ day of May, 2009, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on May \_\_\_, 2009 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

IN WITNESS WHEREOF, the parties hereto have each caused this Termination and Release to be duly executed by their respective officers duly authorized as of the date and year set forth below.

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

By \_\_\_\_\_  
Name:  
Title:

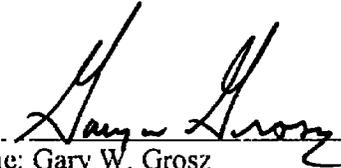
Executed on this \_\_\_ day of May, 2009.

EL-MO LEASING II CORPORATION

By \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_ day of May, 2009.

UNION PACIFIC RAILROAD COMPANY

By  \_\_\_\_\_  
Name: Gary W. Grosz  
Title: Assistant Treasurer

Executed on this 18 day of May, 2009.

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of May, 2009, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of EL-MO LEASING II CORPORATION, that said instrument was signed on May \_\_\_, 2009 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

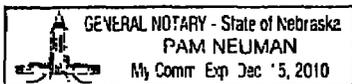
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

(SEAL)

STATE OF NEBRASKA )  
 ) SS.:  
COUNTY OF DOUGLAS )

On this, the 28th day of May, 2009, before me, a Notary Public in and for said County and State, personally appeared Gary W. Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on May 28, 2009 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Pam Neuman  
Name: Pam Neuman  
Notary Public  
My Commission Expires: Dec. 15, 2010  
Residing in Omaha, NE

(SEAL)

**SCHEDULE 1**

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	35	UP 4000 UP 4001 UP 4002 UP 4003 UP 4004 UP 4005 UP 4006 UP 4008 UP 4009 UP 4010 UP 4013 UP 4165 UP 4166 UP 4167 UP 4168 UP 4169 UP 4170 UP 4171 UP 4172 UP 4173 UP 4174 UP 4175 UP 4176 UP 4177 UP 4028 UP 4029 UP 4030 UP 4031 UP 4032 UP 4033 UP 4034 UP 4035 UP 4036 UP 4037 UP 4039

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	51	UP 4007 UP 4011 UP 4012 UP 4014 UP 4015 UP 4016 UP 4017 UP 4018 UP 4019 UP 4021 UP 4022 UP 4023 UP 4024 UP 4025 UP 4026 UP 4027 UP 4038 UP 4040 UP 4041 UP 4042 UP 4043 UP 4044 UP 4045 UP 4046 UP 4047 UP 4048 UP 4050 UP 4051 UP 4052 UP 4053 UP 4054 UP 4055 UP 4056 UP 4057 UP 4058 UP 4059 UP 4060 UP 4062 UP 4064 UP 4065

EQUIPMENT

QUANTITY

ROAD NUMBERS

UP 4089

UP 4090

UP 4091

UP 4093

UP 4094

UP 4095

UP 4096

UP 4097

UP 4098

UP 4099

UP 4119

EQUIPMENT	QUANTITY	ROAD NUMBERS
General Motors Corporation (Electro-Motive Division) Model SD70M Diesel Electric Locomotives	26	UP 4020 UP 4061 UP 4066 UP 4067 UP 4069 UP 4092 UP 4101 UP 4102 UP 4104 UP 4105 UP 4106 UP 4107 UP 4108 UP 4109 UP 4110 UP 4112 UP 4135 UP 4140 UP 4142 UP 4143 UP 4144 UP 4146 UP 4147 UP 4152 UP 4153 UP 4156

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: 5/29/09



\_\_\_\_\_  
Robert W. Alvord