

RECORDATION NO. 21298-I FILED

MAR 26 '10 -11 00 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
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WASHINGTON, D C

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

OF COUNSEL
URBAN A. LESTER

March 26, 2010

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 Lease Termination, Release of Lien and Bill of Sale (UPRR 1998-C), dated as of March 26, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement and the Mortgage and Security Agreement previously filed with the Board under Recordation Number 21298 and 21298-A respectively.

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

Lessee.	Union Pacific Railroad Company 1400 Douglas Street Omaha NE 68179-1580
Lessor.	MLC SC Rail Leasing I Co., Ltd. 2-9, Nishi-Shinbashi 1-chome Minato-ku Tokyo 105, Japan
Security Trustee	The Bank of New York Mellon Trust Company, N.A (successor in interest to Harris Trust and Savings Bank) 2 North LaSalle Street Chicago, IL 60602

Section Chief
March 26, 2010
Page 2

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

11 locomotives within the series UP 8209 - UP 8233 as more particularly
set forth in the attachment to the document.

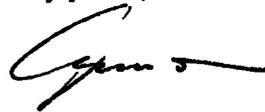
A short summary of the document to appear in the index is:

Lease Termination, Release of Lien and Bill of Sale (UPRR 1998-C).

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 "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 21298 - J
FILED

MAR 26 '10 -11 00 AM

EXECUTION VERSION

SURFACE TRANSPORTATION BOARD

(UPRR 1998-C)

LEASE TERMINATION,
RELEASE OF LIENS
AND
BILL OF SALE

Dated as of March 26, 2010

among

UNION PACIFIC RAILROAD COMPANY

as Lessee

MLD SC RAIL LEASING I CO., 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
MLD SC Rail I/Union Pacific

THIS LEASE TERMINATION, RELEASE OF LIENS AND BILL OF SALE (this "Agreement"), dated as of March 26, 2010 among UNION PACIFIC RAILROAD COMPANY, a Delaware corporation (the "Lessee"), MLD SC RAIL LEASING I CO., 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, the Lessor and the Lessee have heretofore entered into (i) a Lease Agreement (UPRR 1998-C) (the "Lease") dated as of March 20, 1998, (ii) a Lease Supplement No. 1 (the "Lease Supplement") thereto dated as of March 31, 1998 and (iii) a Lessor Security Agreement (the "Lessor Security Agreement") dated as of March 20, 1998,

WHEREAS, the Borrower and the Security Trustee have heretofore entered into (i) a Mortgage and Security Agreement (UPRR 1998-C) (the "Mortgage") dated as of March 20, 1998 and (ii) a Mortgage Supplement No. 1 (the "Mortgage Supplement") thereto dated as of March 31, 1998;

WHEREAS, the Lessor and the Security Trustee have heretofore entered into a Memorandum of Lease Assignment (UPRR 1998-C) (the "Assignment"), dated as of March 31, 1998;

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, in each case should Lessee exercise its purchase option in accordance with Section 19 of the Lease; and

WHEREAS, the Lessee provided notice to Lessor dated January 14, 2010 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. Capitalized terms used herein without definition shall have the respective meanings set forth in the Lease

2. The Lessor does hereby acknowledge that (a) any and all Liens under the Lessor Security Agreement are hereby released and canceled, and (b) the Lease and the Lease Supplement are 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 of the Lessor 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. The Security Trustee does hereby acknowledge the foregoing.

3. 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.

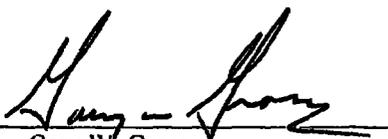
Lease Termination, Release of Liens and Bill of Sale
MLD SC Rail I/Union Pacific

4. 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.

5. This Agreement shall be governed by and construed in accordance with the laws of New York

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

MLD SC RAIL LEASING I CO., 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
MLD SC Rail I/Union Pacific

4. 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.

5. This Agreement shall be governed by and construed in accordance with the laws of New York.

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: Assistant Treasurer

MLD SC RAIL LEASING I CO., LTD.,
as Lessor



By:  _____
Name: GEN HORIE
Title: DIRECTOR 

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
MLD SC Rail I/Union Pacific

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5. This Agreement shall be governed by and construed in accordance with the laws of New York.

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: Assistant Treasurer

MLD SC RAIL LEASING I CO., 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
MLD SC Rail I/Union Pacific

State of Nebraska)
) ss
County of Douglas)

On this ___ day of _____ 2010, before me, a notary public, personally appeared _____, 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)

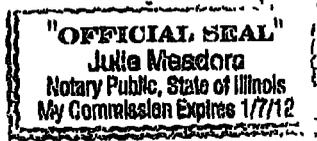
Notary Public

My Commission Expires:

State of Illinois)
) ss
County of Cook)

On this 19 day of March, 2010, before me, a notary public, personally appeared Daniel 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)



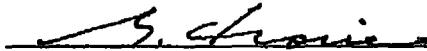
[Signature]
Notary Public

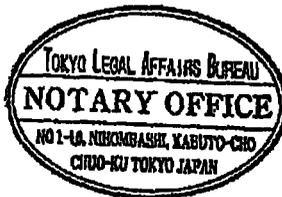
My Commission Expires: 1-7-12



Lease Termination, Release of Liens and Bill of Sale
MLD SC Rail /Union Pacific

I, GEN HORIE, certify that I am DIRECTOR of MLD SC RAIL LEASING I CO., LTD., that the seal affixed to the foregoing instrument is the corporate seal of said company, that the instrument was signed and sealed on behalf of the company by authority of the resolution of its Sole Director, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the company. I further certify under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.
Executed on this ___ day of MARCH, 2010.





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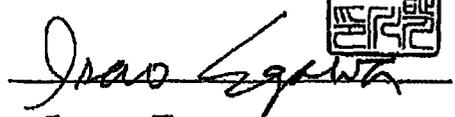


Registration No. 170 of 2010

NOTARIAL CERTIFICATE

This is to certify that Mr. Akihiko Nakaji, an attorney-in-fact of Mr. Gen Horie, Director of MLD SC RAIL LEASING I Co.,Ltd., declared in my very presence that said Mr. Gen Horie had signed and sealed to the attached document and so the signature and seal were true and genuine.

Dated this 19th day of March, 2010


Isao Egawa



Notary, attached to
The Tokyo Legal Affairs Bureau.
No.1-10, Nihombashi, Kabuto-cho,
Chuo-ku, Tokyo, Japan.

平成22年登録第 170 号

認 証



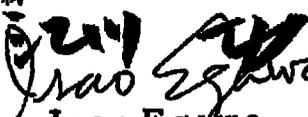
囑託人 有限会社エム・エル・ディ・エスシー・レール・リーシング・ワン
取締役 堀江元 は、別添文書にされた署名押印が自己の真正なものに相違ない旨、代理人 中路晃彦 を通じ、本公証人に対し自認した。

よって、これを認証する。

平成22年 3月19日、本公証人役場において
東京都中央区日本橋兜町1番10号

東京法務局所属

公 証 人
Notary


Isao Egawa



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22年 3月19日

東京法務局長

山 舗 弥 一 郎



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: JAPAN
This public document
2. has been signed by **Isao Egawa**
3. acting in the capacity of Notary of the Tokyo Legal Affairs Bureau
4. bears the seal/stamp of **Isao Egawa, Notary**
Certified
5. at Tokyo
6. MAR. 19. 2010
7. by the Ministry of Foreign Affairs
8. 10- NO 003421
9. Seal/stamp:
10. Signature





Kazutoyo OYABE
For the Minister for Foreign Affairs

Lease Termination, Release of Liens and Bill of Sale
MLD SC Rail I/Union Pacific

Exhibit A

SCHEDULE OF EQUIPMENT

<u>Quantity</u>	<u>Equipment</u>	<u>Road Numbers</u>
11	General Motors Corporation (Electro-Motive Division) Model SD-9043 MAC Diesel Electric Locomotives	UP 8209 UP 8213 UP 8216 UP 8217 UP 8219 UP 8222 UP 8223 UP 8225 UP 8230 UP 8232 UP 8233

Lease Termination, Release of Liens and Bill of Sale
MLD SC Rail I/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 1998-C) between MLD SC Rail Leasing I Co , Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of March 31, 1998	March 30, 1998	21298
Memorandum of Mortgage and Security Agreement (UPRR 1998-C) between MLD SC Rail Leasing I Co., Ltd., as Borrower and Harris Trust and Savings Bank, as Security Trustee, dated as of March 31, 1998	March 30, 1998	21298-A
Memorandum of Lease Supplement No. 1 (UPRR 1998-C) between MLD SC Rail Leasing I Co., Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of March 31, 1998	March 30, 1998	21298-B
Memorandum of Mortgage Supplement No. 1 (UPRR 1998-C) between MLD SC Rail Leasing I Co , Ltd , as Borrower, and Harris Trust and Savings Bank, as Security Trustee, dated as of March 31, 1998	March 30, 1998	21298-C
Memorandum of Lease Assignment (UPRR 1998-C) between MLD SC Rail Leasing I Co., Ltd , as Lessor, and Harris Trust and Savings Bank, as Security Trustee, dated as of March 31, 1998	March 30, 1998	21298-D
Memorandum of Dollar Account Pledge Agreement (UPRR 1998-C) between MLD SC Rail Leasing I Co , Ltd., as Borrower, and Kreditanstalt fur Wiederaufbau, as Agent, dated as of March 31, 1998	March 30, 1998	21298-E
Memorandum of Lessor Security Agreement (UPRR 1998-C) between MLD SC Rail Leasing I Co , Ltd , as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of March 31, 1998	March 30, 1998	21298-F

Lease Termination, Release of Licns and Bill of Sale
MLD SC Rail I/Union Pacific

Exhibit B
Page 2 of 2

ORIGINAL REGISTRAR GENERAL OF CANADA FILINGS

<u>Description</u>	<u>Filing Date</u>	<u>Document Key No.</u>
Memorandum of Lease Agreement (UPRR 1998-C) between MLD SC Rail Leasing I Co., Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of March 31, 1998	March 30, 1998	10813
Memorandum of Mortgage and Security Agreement (UPRR 1998-C) between MLD SC Rail Leasing I Co., Ltd., as Borrower and Harris Trust and Savings Bank, as Security Trustee, dated as of March 31, 1998	March 30, 1998	10814
Memorandum of Lease Supplement No. 1 (UPRR 1998-C) between MLD SC Rail Leasing I Co., Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of March 31, 1998	March 30, 1998	10815
Memorandum of Mortgage Supplement No. 1 (UPRR 1998-C) between MLD SC Rail Leasing I Co., Ltd., as Borrower, and Harris Trust and Savings Bank, as Security Trustee, dated as of March 31, 1998	March 30, 1998	10818
Memorandum of Lease Assignment (UPRR 1998-C) between MLD SC Rail Leasing I Co., Ltd., as Lessor, and Harris Trust and Savings Bank, as Security Trustee, dated as of March 31, 1998	March 30, 1998	10816
Memorandum of Dollar Account Pledge Agreement (UPRR 1998-C) between MLD SC Rail Leasing I Co., Ltd., as Borrower, and Kreditanstalt für Wiederaufbau, as Agent, dated as of March 31, 1998	March 30, 1998	10817
Memorandum of Lessor Security Agreement (UPRR 1998-C) between MLD SC Rail Leasing I Co., Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of March 31, 1998	March 30, 1998	10819

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: 3/26/10



Robert W Alvord