

RECORDATION NO. 20836-4 FILED

MAR 30 '10 9 00 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

ALVORD AND ALVORD
ATTORNEYS AT LAW
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SUITE 301
WASHINGTON, DC
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

March 30, 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 1997-E), dated as of March 29, 2010, 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 20836.

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:	Dia Prairie Ltd c/o Diamond Lease Company Ltd. Business Development Department 7-2 Yaesu 2-chome Chuo-ku Tokyo 104 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 30, 2010
Page 2

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

17 locomotives: UP 6696 - UP 6699, UP 8165 and UP 8167 - UP 8178.

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

Lease Termination, Release of Lien and Bill of Sale (UPRR 1997-E).

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

EXECUTION VERSION

(UPRR 1997-E)

**LEASE TERMINATION,
RELEASE OF LIENS
AND
BILL OF SALE**

Dated as of March 29, 2010

among

UNION PACIFIC RAILROAD COMPANY

as Lessee

DIA PRAIRIE 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.

MAR 30 '10 -9 00 AM

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

SURFACE TRANSPORTATION BOARD

THIS LEASE TERMINATION, RELEASE OF LIENS AND BILL OF SALE (this "Agreement"), dated as of March 29, 2010 among UNION PACIFIC RAILROAD COMPANY, a Delaware corporation (the "Lessee"), DIA PRAIRIE 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 1997-E) (the "Lease") dated as of August 13, 1997, (ii) a Lease Supplement No. 1 (the "Lease Supplement") thereto dated as of August 27, 1997 and (iii) a Lessor Security Agreement (the "Lessor Security Agreement") dated as of August 13, 1997;

WHEREAS, the Borrower and the Security Trustee have heretofore entered into (i) a Mortgage and Security Agreement (UPRR 1997-E) (the "Mortgage") dated as of August 13, 1997 and (ii) a Mortgage Supplement No. 1 (the "Mortgage Supplement") thereto dated as of August 27, 1997,

WHEREAS, the Lessor and the Security Trustee have heretofore entered into a Memorandum of Lease Assignment (UPRR 1997-E) (the "Assignment"), dated as of August 27, 1997,

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 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 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 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 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.

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.

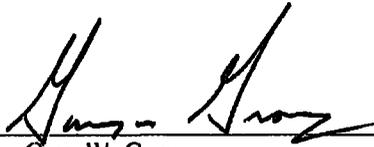
Lease Termination, Release of Liens and Bill of Sale
Dia Prairie/Union Pacific

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

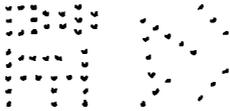
By: 
Name: Gay W Giosz
Title: Assistant Treasurer

DIA PRAIRIE 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 Prairie/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.

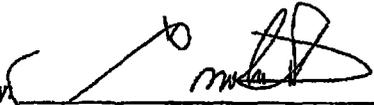
5. This Agreement shall be governed by and construed in accordance with the laws of New York.

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

DIA PRAIRIE 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:

Lease Termination, Release of Liens and Bill of Sale
Dia Prairie/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

DIA PRAIRIE 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: LINDA GARCIA
Title: Vice President

KYOBASHI NOTARY OFFICE

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

Registered No. 175

NOTARIAL CERTIFICATE

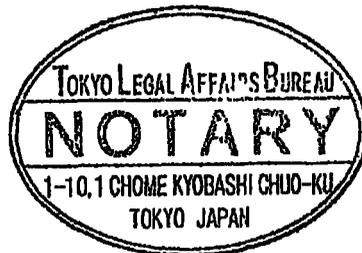
I, the undersigned NOTARY, do hereby certify that Ms. Tomoko SEKIYA, Attorney at Law of White & Case LLP, who has a power of attorney, being duly authorized to execute and deliver the foregoing instrument ("LEASE TERMINATION, RELEASE OF LIENS AND BILL OF SALE") for and on behalf of DIA PRAIRIE LTD.,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

Dated this 26th day of March, 2010.



Shigeo Ikeda

Shigeo IKEDA NOTARY
TOKYO LEGAL AFFAIRS BUREAU
My commission expires: January 22, 2013



囑託人・ダイヤブレイリー有限会社 (DIA PRAIRIE 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22年 3月 26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 英行
Shigeo IKEDA

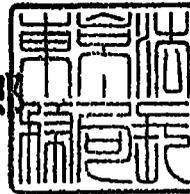
証 明

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 26日

東京法務局長

山舖 弥一郎



APOSTILLE
(Convention de La Haye du 5 octobre 1961)

1. Country: JAPAN
This public document
2. has been signed by Shigeo IKEDA
3. acting in the capacity of Notary of the Tokyo Legal Affairs Bureau
4. bears the seal/stamp of Shigeo IKEDA, Notary
Certified
5. at Tokyo
6. MAR. 26, 2010
7. by the Ministry of Foreign Affairs
8. 10-NO 012202
9. Seal/stamp:
10. Signature



Kazutoyo OYABE
For the Minister for Foreign Affairs

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

Exhibit A

SCHEDULE OF EQUIPMENT

<u>Quantity</u>	<u>Equipment</u>	<u>Road Numbers</u>
4	General Electric Company AC 4400 CW Diesel Electric Locomotives	UP 6696 - 6699, inclusive
13	General Motors Corporation (Electro-Motive Division) Model SD-90 MAC Diesel Electric Locomotives	UP 8165 and UP 8167 - 8178, inclusive

Lease Termination, Release of Liens and Bill of Sale
Dia Prairie/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 1997-E) between Dia Prairie Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of August 27, 1997	August 26, 1997	20836
Memorandum of Mortgage and Security Agreement (UPRR 1997-E) between Dia Prairie Ltd., as Borrower and Harris Trust and Savings Bank, as Security Trustee, dated as of August 27, 1997	August 26, 1997	20836-A
Memorandum of Lease Supplement No. 1 (UPRR 1997-E) between Dia Prairie Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of August 27, 1997	August 26, 1997	20836-B
Memorandum of Mortgage Supplement No. 1 (UPRR 1997-E) between Dia Prairie Ltd., as Borrower, and Harris Trust and Savings Bank, as Security Trustee, dated as of August 27, 1997	August 26, 1997	20836-C
Memorandum of Lease Assignment (UPRR 1997-E) between Dia Prairie Ltd., as Lessor, and Harris Trust and Savings Bank, as Security Trustee, dated as of August 27, 1997	August 26, 1997	20836-D
Memorandum of Dollar Account Pledge Agreement (UPRR 1997-E) between Dia Prairie Ltd., as Borrower, and Kreditanstalt für Wiederaufbau, as Agent, dated as of August 27, 1997	August 26, 1997	20836-E
Memorandum of Yen Assignment Agreement (UPRR 1997-E) between Dia Prairie Ltd., as Assignor, and The Bank of Tokyo-Mitsubishi, Ltd., as Assignee, dated as of August 27, 1997	August 26, 1997	20836-F
Memorandum of Lessor Security Agreement (UPRR 1997-E) between Dia Prairie Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of August 27, 1997	August 26, 1997	20836-G

Lease Termination, Release of Liens and Bill of Sale
Dia Prairie/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 1997-E) between Dia Prairie Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of August 27, 1997	August 26, 1997	10450
Memorandum of Mortgage and Security Agreement (UPRR 1997-E) between Dia Prairie Ltd., as Borrower and Harris Trust and Savings Bank, as Security Trustee, dated as of August 27, 1997	August 26, 1997	10452
Memorandum of Lease Supplement No. 1 (UPRR 1997-E) between Dia Prairie Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of August 27, 1997	August 26, 1997	10451
Memorandum of Mortgage Supplement No. 1 (UPRR 1997-E) between Dia Prairie Ltd., as Borrower, and Harris Trust and Savings Bank, as Security Trustee, dated as of August 27, 1997	August 26, 1997	10453
Memorandum of Lease Assignment (UPRR 1997-E) between Dia Prairie Ltd., as Lessor, and Harris Trust and Savings Bank, as Security Trustee, dated as of August 27, 1997	August 26, 1997	10454
Memorandum of Dollar Account Pledge Agreement (UPRR 1997-E) between Dia Prairie Ltd., as Borrower, and Kreditanstalt für Wiederaufbau, as Agent, dated as of August 27, 1997	August 26, 1997	10455
Memorandum of Yen Assignment Agreement (UPRR 1997-E) between Dia Prairie Ltd., as Assignor, and The Bank of Tokyo-Mitsubishi, Ltd., as Assignee, dated as of August 27, 1997	August 26, 1997	10456
Memorandum of Lessor Security Agreement (UPRR 1997-E) between Dia Prairie Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of August 27, 1997	August 26, 1997	10457

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 3/30/10



Robert W Alvord