

AUG 12 '10 -7 00 AM

SURFACE TRANSPORTATION BOARD

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

August 10, 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 Termination and Release of Security Interests and Liens (El-Mo III Trust B), dated as of August 11, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of the Indenture, as supplemented, previously filed with the Board under Recordation Numbers 23115-A, 23115-C, 23115-E and 23115-G.

The name and address of the party to the enclosed document are.

Indenture Trustee: Wells Fargo Bank Northwest, National
Association (f/k/a First Security Bank
National Association)
299 South Main Street, 12th Floor
Salt Lake Cit, UT 84111

[Owner Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890]

Section Chief
August 10, 2010
Page 2

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

14 SD90MAC Diesel Electric Locomotives within the series UP 8500 - UP 8534, as more particularly set forth in the attachment to the document.

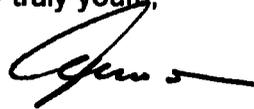
A short summary of the document to appear in the index is:

Termination and Release of Security Interests and Liens (El-Mo III Trust B).

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,



Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 23115-I FILED

AUG 12 '10 7 00 AM

SURFACE TRANSPORTATION BOARD

**TERMINATION AND RELEASE OF SECURITY INTERESTS AND LIENS
(EL-MO III TRUST B)**

Wells Fargo Bank Northwest, National Association (formerly known as First Security Bank, National Association), as Indenture Trustee ("Indenture Trustee"), hereby releases all of its right, title and interest in and to the locomotives bearing reporting marks and road numbers identified on Exhibit A attached hereto and all leases relating thereto from all security interests granted by Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee ("Owner Trustee"), under that certain Trust Indenture and Security Agreement, dated September 27, 2000 and the supplements thereto (the "Indenture").

A Memorandum of the Indenture was duly filed and recorded with the Surface Transportation Board on September 26, 2000 at 4:53 p.m. under Recordation Number 23115-A. Supplements were thereafter filed under Recordation Numbers 23115-C, 23115-E and 23115-G.

Indenture Trustee executes this Termination and Release of Security Interests and Liens to evidence for the public record the satisfaction and release of all rights and obligations of the Owner Trustee under the Indenture and hereby authorizes the recording of this Instrument with the Surface Transportation Board.

[Signature pages follow]

STATE OF Utah)
COUNTY OF Salt Lake) ss

On this 11 day of August, 2010, before me personally appeared Michael Arsenault, to me personally known, who being by me duly sworn, says that he/she is ~~Asst. Vice President~~ of WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION (formerly known as First Security Bank, National Association) that the foregoing instrument was signed on behalf of said national banking association, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the national banking association.

Lindsay Anderson
NOTARY PUBLIC

My commission expires: 10/20/2013

SEAL

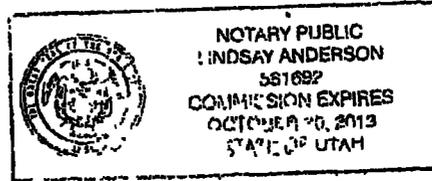


Exhibit A

Units subject to Indenture Supplement No. B1

Equipment	Quantity	Road Numbers Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD90MAC Diesel Electric Locomotives	2	8500 8522

Units subject to Indenture Supplement No. B2

Equipment	Quantity	Road Numbers Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD90MAC Diesel Electric Locomotives	8	8523 8524 8525 8526 8527 8530 8531 8534

Units subject to Indenture Supplement No. B3

Equipment	Quantity	Road Numbers Prefix UP
General Motors Corporation (Electro-Motive Division) Model SD90MAC Diesel Electric Locomotives	4	8528 8529 8532 8533

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: 8/12/10



Robert W. Alvord