

RECORDATION NO. 17391-0 FILED

OCT 29 '10 -11 20 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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October 29, 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 Partial Termination of Lease Agreement, dated as of October 29, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a partial release and relates to the documents previously filed with the Commission under Recordation Numbers 17391, 17391-B, 17391-C and 17391-E.

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

Owner Trustee/ Lessor:	U.S. Bank National Association (successor to Wachovia Bank, National Association and Meridian Trust Company) 920 King Street Wilmington, DE 19801
Lessee:	Union Pacific Railroad Company 1416 Dodge Street Omaha, NE 68179

Section Chief
October 29, 2010
Page two

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

34 railcars within the series MCHX 30035 - MCHX 30567 as more particularly set forth in the attachment to the document.

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

Partial Termination of Lease Agreement.

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

OCT 29 '10 -11 20 AM

PARTIAL TERMINATION OF LEASE AGREEMENT SURFACE TRANSPORTATION BOARD

THIS PARTIAL TERMINATION OF LEASE OF RAILROAD EQUIPMENT is made and entered into as of October 29, 2010 by and between U.S. BANK, NATIONAL ASSOCIATION (successor-in-interest to Meridian Trust Company), not in its individual capacity, but solely as Owner Trustee, as Lessor (the "Lessor") and UNION PACIFIC RAILROAD COMPANY, as Lessee (the "Lessee").

- 1) Lessor has heretofore leased to Lessee those certain railroad equipment set forth on Exhibit A attached hereto pursuant to Lease Supplements No. 1 and No. 2 to the Lease Agreement, dated as of June 20, 1991 (as amended, modified or supplemented to date, the "Lease"), preliminary executed copies of which were duly recorded with the Interstate Commerce Commission under Recordation Numbers 17391-B, 17391-C and 17391-E.
- 2) The Lease is terminated effective as of the date hereof with respect to the railroad equipment set forth on Exhibit A attached hereto (the "Railcars").
- 3) This Partial Termination of Lease Agreement shall neither impair nor terminate the rights and obligations of the parties under the Lease which expressly survive this termination.
- 4) This Partial Termination of Lease 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.
- 5) Lessor and Lessee hereby agree that upon the termination evidenced hereby, Lessor shall have no obligations to the Lessee in respect of the Railcars under the Operative Documents, including without limitation Section 4(c) of the Lease (whether for storage or otherwise).
- 6) Lessor and Lessee agree that the obligation of the Lessee to pay Rent for the use of the Railcars following the termination of the Basic Term shall survive this termination and shall be payable on demand by the Lessor.
- 7) Capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Lease.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have each caused this termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

U.S. BANK, NATIONAL ASSOCIATION
(successor-in-interest to Meridian Trust Company), not in its individual capacity, but solely as Owner Trustee, as Lessor

By: Annette Morgan
Name: Annette E. Morgan
Title: Assistant Vice President

UNION PACIFIC RAILROAD COMPANY, as Lessee

By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have each caused this termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

**U.S. BANK, NATIONAL ASSOCIATION
(successor-in-interest to Meridian Trust
Company), not in its individual capacity, but
solely as Owner Trustee, as Lessor**

**By: _____
Name:
Title:**

**UNION PACIFIC RAILROAD COMPANY, as
Lessee**

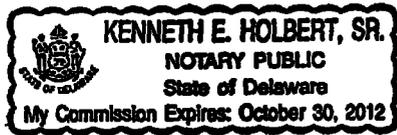
**By:  _____
Name: Gary W. Grosz
Title: Assistant Treasurer**

STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE)

SS:

On this, the 28th day of OCTOBER, 2010, before me, a Notary Public in and for said County and State, personally appeared Annette Morgan, who being by me duly sworn, says that she is the AVP of U.S. BANK, NATIONAL ASSOCIATION., that said instrument was signed on behalf of said bank 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 association.

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

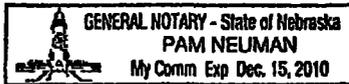


Kenneth E. Holbert, Sr.
Name: KENNETH E. HOLBERT, SR
Notary Public
My Commission Expires:
Residing In: NEW CASTLE, DE

STATE OF Nebraska)
) SS:
COUNTY OF Douglas)

On this, the 29th day of October, 2010, 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/she is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on behalf of said company 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 association.

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: 12-15-2010
Residing In: Omaha, NE

EXHIBIT A

34 RAILCARS

MARK MCHX

	CAR NUMBER	CAR NUMBER
1	30035	
2	30039	
3	30044	
4	30048	
5	30075	
6	30085	
7	30098	
8	30099	
9	30113	
10	30128	
11	30154	
12	30155	
13	30170	
14	30191	
15	30248	
16	30280	
17	30345	
18	30356	
19	30373	
20	30387	
21	30412	
22	30437	
23	30466	
24	30482	
25	30492	
26	30506	
27	30513	
28	30517	
29	30527	
30	30532	
31	30539	
32	30557	
33	30563	
34	30567	

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: _____

10/29/10



Robert W. Alvord