

RECORDATION NO. 21241-9 FILED

FEB 15 '11 -8 00 AM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, D C
20036

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

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

February 15, 2011

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 Liens and Bill of Sale (UPRR 1998-B), dated as of February 12, 2011, 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 21241.

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

- Security Trustee: The Bank of New York Mellon Trust Company,
N.A. (sucessor to Harris Trust and Savings
Bank)
One Wall Street
New York, NY 10286
- Lessor: SCL Union Co., Ltd.
7-1, Nakase 1-chome
Mihama-ku, Chiba-shi
Chiba, 261 Japan
- Lessee: Union Pacific Railroad Company
1416 Douglas Street
Omaha NE 68179-1580

Chief
Section of Administration
February 15, 2011
Page 2

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

20 locomotives TERMINATED within the series UP 8184 - UP 8226 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 Liens and Bill of Sale (UPRR 1998-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,

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. 21241-9 FEB

FEB 15 '11 -8 00 AM

EXECUTION VERSION

SURFACE TRANSPORTATION BOARD

(UPRR 1998-B)

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

Dated as of February 12, 2011

among

UNION PACIFIC RAILROAD COMPANY,

as Lessee

SCL UNION 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.

THIS LEASE TERMINATION, RELEASE OF LIENS AND BILL OF SALE (this "Agreement"), dated as of February 12, 2011 among UNION PACIFIC RAILROAD COMPANY, a Delaware corporation (the "Lessee"), SCL UNION 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"). (Capitalized terms used herein without definition shall have the respective meanings set forth in the Lease.)

WITNESSETH

WHEREAS, (i) the Lessor and the Lessee have heretofore entered into a Lease Agreement and supplements thereto (the "Lease") and a Lessor Security Agreement (the "Lessor Security Agreement"), both dated as of February 12, 1998; (ii) the Borrower and the Security Trustee have heretofore entered into a Mortgage and Security Agreement and supplements thereto (the "Mortgage and Security Agreement") and Memorandum of Lease Assignment (the "Assignment"), both dated as of February 12, 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 should Lessee exercise its purchase option in accordance with Section 19 of the Lease; and

WHEREAS, the Lessee provided notice to Lessor dated December 7, 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. The Lessor does hereby acknowledge the Lessee's payment of the Purchase Price; and the parties hereto agree and acknowledge that (a) any and all Liens under the Lessor Security Agreement and under the Assignment are hereby released and canceled, and (b) the Lease is 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, "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.

2. 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.

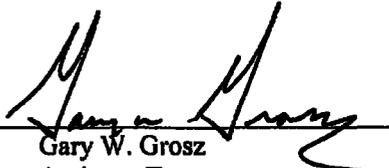
3. This Agreement shall be filed with the Surface Transportation Board and deposited in the Office of the Registrar General of Canada, and upon such filing, each of the documents described on Exhibit B attached hereto, and the interests of the parties evidenced thereby, shall be terminated or released, as the case may be, with respect to the Equipment described on Exhibit A attached hereto.

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

**Lease Termination Agreement
UPRR 1998-B (SCL Union)**

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

SCL UNION 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 Agreement
UPRR 1998-B (SCL Union)**

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

**SCL UNION CO., LTD.,
as Lessor**

By: 
Name: **Masaharu Matsumoto**
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 Agreement
UPRR 1998-B (SCL Union)**

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

**SCL UNION 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 Agreement
UPRR 1998-B (SCL Union)**

State of Nebraska)
)
County of Douglas) ss

On this ____ day of February, 2011, before me, a notary public, personally appeared Gary W. Grosz, 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:

I, Masuharu Matsumoto, certify that I am Director of SCL UNION CO., LTD., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that the instrument was signed and sealed on behalf of the corporation 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 corporation. 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 14th day of February, 2011.



State of _____)
)
County of _____) ss

On this ____ day of February, 2011, before me, a notary public, personally appeared _____, to me personally known, who being by me duly sworn says that (s)he is the _____ 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 (s)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:

Lease Termination Agreement
UPRR 1998-B (SCL Union)

State of Nebraska)
) ss
County of Douglas)

On this ____ day of February, 2011, before me, a notary public, personally appeared Gary W. Grosz, 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:

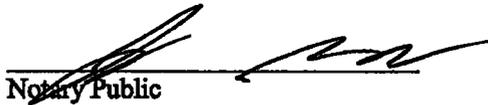
I, _____, certify that I am _____ of SCL UNION CO., LTD., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that the instrument was signed and sealed on behalf of the corporation by authority of the resolution of its Sole Director, and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the corporation. 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 February, 2011.

State of Illinois)
) ss
County of Cook)

On this 1/7 day of February, 2011, before me, a notary public, personally appeared D. G. DONOVAN VICE PRESIDENT, to me personally known, who being by me duly sworn says that (s)he is the _____ 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 (s)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: 1-7-12



Exhibit A

SCHEDULE OF EQUIPMENT

<u>Description</u>	<u>Quantity</u>	<u>Road Number</u>
General Motors Corporation (Electro-Motive Division) Model SD-9043 MAC Diesel Electric Locomotives	20	UP 8184 UP 8191 UP 8193 UP 8195 UP 8202 UP 8203 UP 8205 UP 8206 UP 8207 UP 8208 UP 8210 UP 8211 UP 8212 UP 8214 UP 8215 UP 8218 UP 8220 UP 8221 UP 8224 UP 8226

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-B) between SCL Union Co., Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of February 27, 1998	February 26, 1998	21241
Memorandum of Mortgage and Security Agreement (UPRR 1998-B) between SCL Union Co., Ltd., as Borrower and Harris Trust and Savings Bank, as Security Trustee, dated as of February 27, 1998	February 26, 1998	21241-A
Memorandum of Lease Supplement No. 1 (UPRR 1998-B) between SCL Union Co., Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of February 27, 1998	February 26, 1998	21241-B
Memorandum of Mortgage Supplement No. 1 (UPRR 1998-B) between SCL Union Co., Ltd., as Borrower, and Harris Trust and Savings Bank, as Security Trustee, dated as of February 27, 1998	February 26, 1998	21241-C
Memorandum of Lease Assignment (UPRR 1998-B) between SCL Union Co., Ltd., as Lessor, and Harris Trust and Savings Bank, as Security Trustee, dated as of February 27, 1998	February 26, 1998	21241-D
Memorandum of Dollar Account Pledge Agreement (UPRR 1998-B) between SCL Union Co., Ltd., as Borrower, and Kreditanstalt für Wiederaufbau, as Agent, dated as of February 27, 1998	February 26, 1998	21241-E
Memorandum of Lessor Security Agreement (UPRR 1998-B) between SCL Union Co., Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of February 27, 1998	February 26, 1998	21241-F

Exhibit B
Page 2 of 2

ORIGINAL REGISTRAR GENERAL OF CANADA FILINGS

<u>Description</u>	<u>Deposit Date</u>
Memorandum of Lease Agreement (UPRR 1998-B) between SCL Union Co., Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of February 27, 1998	February 26, 1998
Memorandum of Mortgage and Security Agreement (UPRR 1998-B) between SCL Union Co., Ltd., as Borrower and Harris Trust and Savings Bank, as Security Trustee, dated as of February 27, 1998	February 26, 1998
Memorandum of Lease Supplement No. 1 (UPRR 1998-B) between SCL Union Co., Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of February 27, 1998	February 26, 1998
Memorandum of Mortgage Supplement No. 1 (UPRR 1998-B) between SCL Union Co., Ltd., as Borrower, and Harris Trust and Savings Bank, as Security Trustee, dated as of February 27, 1998	February 26, 1998
Memorandum of Lease Assignment (UPRR 1998-B) between SCL Union Co., Ltd., as Lessor, and Harris Trust and Savings Bank, as Security Trustee, dated as of February 27, 1998	February 26, 1998
Memorandum of Dollar Account Pledge Agreement (UPRR 1998-B) between SCL Union Co., Ltd., as Borrower, and Kreditanstalt für Wiederaufbau, as Agent, dated as of February 27, 1998	February 26, 1998
Memorandum of Lessor Security Agreement (UPRR 1998-B) between SCL Union Co., Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of February 27, 1998	February 26, 1998

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: 2/15/11



Robert W. Alvord