

RECORDATION NO. 21362-F FILED
April 3, 2012 03:15 PM
SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
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SUITE 301
WASHINGTON, D.C.
20036

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

OF COUNSEL
URBAN A. LESTER

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April 3, 2012

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-E), dated as of April 3, 2012, 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 21362.

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

Indenture Trustee: The Bank of New York Mellon Trust Company,
N.A. (successor to Harris Trust and Savings Bank)
One Wall Street
New York, NY 10286

Lessor: Memphis Locomotive Lease Co., Ltd.
Dai-Ichi Edobashi Bldg
1-11-1 Nihonbashi
Chuo-ku
Tokyo 103, Japan

Lessee: Union Pacific Railroad Company
1416 Douglas Street
Omaha NE 68179-1580

Chief
Section of Administration
April 3, 2012
Page 2

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

11 locomotives TERMINATED: UP 7321 - 7326, inclusive, 7334, 8248, 8251, 8252 and 8253.

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

Lease Termination, Release of Liens and Bill of Sale (UPRR 1998-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,



✓ Edward M. Luria

EML/sem
Enclosures

EXECUTION VERSION

(UPRR 1998-E)

LEASE TERMINATION,
RELEASE OF LIENS
AND
BILL OF SALE

Dated as of April 3, 2012

among

UNION PACIFIC RAILROAD COMPANY

as Lessee

MEMPHIS LOCOMOTIVE LEASE CO., LTD.

as Lessor

and

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.
(successor to HARRIS TRUST AND SAVINGS BANK)

as Indenture 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
Memphis Locomotive/Union Pacific

THIS LEASE TERMINATION, RELEASE OF LIENS AND BILL OF SALE (this "Agreement"), dated as of April 3, 2012, among UNION PACIFIC RAILROAD COMPANY, a Delaware corporation (the "Lessee"), MEMPHIS LOCOMOTIVE LEASE CO., LTD., a Cayman Islands corporation, (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 "Indenture Trustee").

WITNESSETH

WHEREAS, the Lessor and the Lessee have heretofore entered into: (i) a Lease Agreement (UPRR 1998-E) (the "Lease"), dated as of April 3, 1998; (ii) a Lease Supplement No. 1 thereto, dated as of April 29, 1998 (the "Lease Supplement"); and (iii) a Lessor Security Agreement (the "Lessor Security Agreement"), dated as of April 3, 1998;

WHEREAS, the Lessor, the Lessee, and the Indenture Trustee have heretofore entered into: (i) a Trust Indenture and Security Agreement (UPRR 1998-E) (the "Indenture"), dated as of April 3, 1998; (ii) a Trust Indenture Supplement No. 1 thereto, dated as of April 3, 1998; and (iii) a Trust Indenture Supplement No. 2 thereto, dated April 30, 1998 (together the "Indenture Supplements");

WHEREAS, the Lessor, the Lessee and the Indenture Trustee have heretofore entered into a Memorandum of Lease Assignment (UPRR 1998-E) (the "Assignment"), dated as of April 30, 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 27, 2012, 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 Supplements 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 Indenture 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.

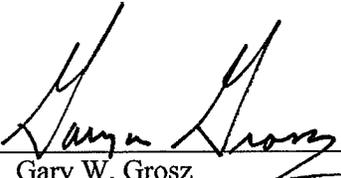
Lease Termination, Release of Liens and Bill of Sale
Memphis Locomotive/Union Pacific

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

MEMPHIS LOCOMOTIVE LEASE 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 Indenture Trustee

By: _____
Name:
Title:

~~Lease Termination, Release of Liens and Bill of Sale~~
Memphis Locomotive/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.

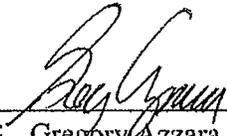
5. This Agreement shall be governed by and construed in accordance with the laws of New York.

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

MEMPHIS LOCOMOTIVE LEASE CO., LTD.,
as Lessor

By:  _____
Name: Gregory Azzara
Title: Attorney-in-Fact

THE BANK OF NEW YORK MELLON TRUST COMPANY,
N.A., (successor to HARRIS TRUST AND SAVINGS
BANK),
as Indenture Trustee

By: _____
Name:
Title:

Lease Termination, Release of Liens and Bill of Sale
Memphis Locomotive/Union Pacific

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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

MEMPHIS LOCOMOTIVE LEASE 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 Indenture Trustee

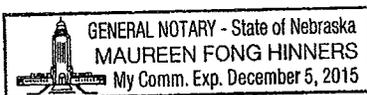
By:  _____
Name: D. G. DONOVAN
Title: VICE PRESIDENT

Lease Termination, Release of Liens and Bill of Sale
Memphis Locomotive/Union Pacific

State of Nebraska)
)
) ss
County of Douglas)

On this 26th day of March, 2012, 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)



Maureen Fong Hinners
Notary Public

My Commission Expires: 12-5-15

State of Illinois)
)
) ss
County of Cook)

On this ____ day of _____, 2012, before me, a notary public, personally appeared _____, 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 Indenture 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)

Notary Public

My Commission Expires:

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of San Francisco }

On April 3, 2012 before me, Yeerius Stermer, Notary Public
Date Here Insert Name and Title of the Officer

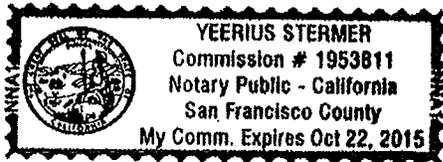
personally appeared Gregory Azara
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Yeerius Stermer
Signature of Notary Public



Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document (UPRR-1998-E)
 Title or Type of Document: Lease Termination, Release of Liens + Bill of Sale

Document Date: April 3, 2012 Number of Pages: _____

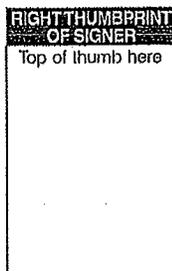
Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney In Fact
- Trustee
- Guardian or Conservator
- Other: _____

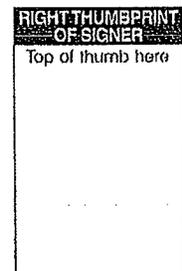
Signer Is Representing: _____



Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney In Fact
- Trustee
- Guardian or Conservator
- Other: _____

Signer Is Representing: _____



Lease Termination, Release of Liens and Bill of Sale
Memphis Locomotive/Union Pacific

State of Nebraska)
)
County of Douglas) ss

On this ____ day of _____, 2012, 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)

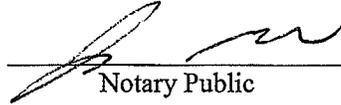
Notary Public

My Commission Expires:

State of Illinois)
)
County of Cook) ss

On this 26th day of March, 2012, before me, a notary public, personally appeared D. 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 Indenture 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)



Notary Public

My Commission Expires: 2-6-16



Lease Termination, Release of Liens and Bill of Sale
Memphis Locomotive/Union Pacific

Exhibit A

SCHEDULE OF EQUIPMENT

<u>Quantity</u>	<u>Equipment</u>	<u>Road Numbers</u>
4	General Motors Corporation (Electro-Motive Division) Model SD9043 MAC Diesel Electric Locomotives	UP 8248 UP 8251 UP 8252 UP 8253
7	General Electric Company AC 4400/6000 CW Diesel Electric Locomotives	UP 7321 - UP 7326, inclusive and UP 7334

Lease Termination, Release of Liens and Bill of Sale
Memphis Locomotive/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-E) between Memphis Locomotive Lease Co., Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of April 30, 1998	April 29, 1998	21362
Memorandum of Trust Indenture and Security Agreement (UPRR 1998-E) between Memphis Locomotive Lease Co., Ltd., as Lessor, Union Pacific Railroad Company, as Lessee, and Harris Trust and Savings Bank, as Indenture Trustee, dated as of April 30, 1998	April 29, 1998	21362-A
Memorandum of Lease Supplement No. 1 (UPRR 1998-E) between Memphis Locomotive Lease Co., Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of April 30, 1998	April 29, 1998	21362-B
Memorandum of Trust Indenture Supplements No. 1 and No. 2 (UPRR 1998-E) between Memphis Locomotive Lease Co., Ltd., as Lessor, Union Pacific Railroad Company, as Lessee, and Harris Trust and Savings Bank, as Indenture Trustee, dated as of April 30, 1998	April 29, 1998	21362-C
Memorandum of Lease Assignment (UPRR 1998-E) between Memphis Locomotive Lease Co., Ltd., as Lessor, Union Pacific Railroad Company, as Lessee, and Harris Trust and Savings Bank, as Indenture Trustee, dated as of April 30, 1998	April 29, 1998	21362-D
Memorandum of Lessor Security Agreement (UPRR 1998-E) between Memphis Locomotive Lease Co., Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of April 30, 1998	April 29, 1998	21362-E

Lease Termination, Release of Liens and Bill of Sale
Memphis Locomotive/Union Pacific

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-E) between Memphis Locomotive Lease Co., Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of April 30, 1998	April 29, 1998
Memorandum of Trust Indenture and Security Agreement (UPRR 1998-E) between Memphis Locomotive Lease Co., Ltd., as Lessor, Union Pacific Railroad Company, as Lessee, and Harris Trust and Savings Bank, as Indenture Trustee, dated as of April 30, 1998	April 29, 1998
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Memorandum of Trust Indenture Supplements No. 1 and No. 2 (UPRR 1998-E) between Memphis Locomotive Lease Co., Ltd., as Lessor, Union Pacific Railroad Company, as Lessee, and Harris Trust and Savings Bank, as Indenture Trustee, dated as of April 30, 1998	April 29, 1998
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Memorandum of Lessor Security Agreement (UPRR 1998-E) between Memphis Locomotive Lease Co., Ltd., as Lessor, and Union Pacific Railroad Company, as Lessee, dated as of April 30, 1998	April 29, 1998

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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: 4/3/2012

Edward M Luria
Edward M. Luria