

RECORDATION NO 19732-P FILED
July 02, 2012 03:55 PM
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

July 2, 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 Partial Termination of Lease Agreement, dated as of July 2, 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 Commission and Board under Recordation Number 19732.

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

Lessor: Wells Fargo Bank Northwest, N.A.
299 South Main Street, 12th Floor
Salt Lake City, Utah 84111

[Lessee: Union Pacific Railroad Company
1400 Douglas Street
Omaha, Nebraska 68179]

Chief, Section of Administration
July 2, 2012
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A description of the railroad equipment covered by the enclosed document is:

6 autoracks TERMINATED within the series UPKL 91984 – UPKL 92131 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,


✓ Edward M. Luria

EML/sem
Enclosures

PARTIAL TERMINATION OF LEASE AGREEMENT

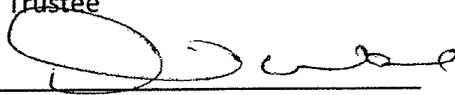
The undersigned, Wells Fargo Bank Northwest, N.A., as Lessor, not in its individual capacity but solely as Owner Trustee under that certain Trust Agreement dated as of November 1, 1995 with General Electric Capital Corporation, as Owner Participant, as amended by that certain Amended and Restated Trust Agreement (UPRR 1995-A-3) dated as of December 1, 2006 with General Electric Capital Corporation, as Owner Participant, for good and valuable consideration, the receipt and sufficiency of which are acknowledged, does hereby acknowledge the partial termination of the Lease Agreement dated November 1, 1995 with Union Pacific Railroad Company, as Lessee as supplemented by Supplement No.1 dated December 1, 1995 and Supplement No. 2 dated December 1, 2006 (collectively, the "Lease").

The Lease was duly filed with the Interstate Commerce Commission (now the Surface Transportation Board) on November 30, 1995 under Recordation Number 19732 with Supplements thereto subsequently filed under Recordation Numbers 19732-B, 19732-D and 19732-F.

The railroad equipment covered by this partial termination is set forth on Schedule A attached hereto.

IN WITNESS WHEREOF, WELLS FARGO BANK NORTHWEST, N.A. has created this instrument to be executed by its officer thereunto duly authorized this 2nd day of July, 2012.

WELLS FARGO BANK NORTHWEST, N.A.,
not in its individual capacity, but solely as
Owner Trustee

By:  _____

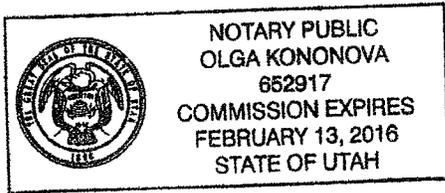
Name: David Wall
Assistant Vice President

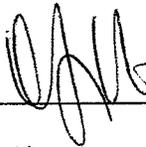
Title: _____

State of Utah)
)
County of Salt Lake)

On this, the 21st day of June, 2012, before me, a Notary Public in and for said County and State, personally appeared David Wall, an Assistant Vice President of Wells Fargo Bank Northwest, N.A., who acknowledged himself to be a duly authorized officer of Wells Fargo Bank Northwest, N.A, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

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





Name: Olga Kononova

Notary Public

My Commission Expires: February 13, 2016

Residing in: Salt Lake City, Utah

Schedule A
Railroad Equipment

<u>Count</u>	<u>Rack Mark</u>	<u>Rack Number</u>
1	UPKL	91984
2	UPKL	92013
3	UPKL	92073
4	UPKL	92076
5	UPKL	92111
6	UPKL	92131

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: 7/2/12

Edward M Luria
Edward M. Luria