

RECORDATION NO 19001-Y

FILED

January 02, 2013 01:35 PM

ALVORD AND ALVORD SURFACE TRANSPORTATION BOARD

ATTORNEYS AT LAW

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

OF COUNSEL
URBAN A. LESTER

January 2, 2013

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 Lease Termination and Release of Liens (SPT 1994-A), dated as of January 2, 2013, 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 the Board under Recordation Number 19001.

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

Indenture Trustee: Wells Fargo Bank Northwest, N.A.
299 South Main Street
Salt Lake City, UT 8411

Owner Trustee/
Lessor: U.S. Bank National Association
225 Franklin Street
Boston, MA 02110

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

Chief
Section of Administration
January 2, 2013
Page 2

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

500 open top hopper railcars RELEASED within the series 601002 – 601600 as more particularly set forth in the attachment to the document.

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

Partial Lease Termination and Release of Liens (SPT 1994-A).

Also enclosed is a check in the amount of \$42.00 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 'E. M. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

RECORDATION NO 19001-Y

FILED

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SURFACE TRANSPORTATION BOARD
EXECUTION VERSION

(SPT 1994-A)

LEASE TERMINATION
AND
RELEASE OF LIENS

Dated as of January 2, 2013

among

UNION PACIFIC RAILROAD COMPANY
(successor to Southern Pacific Transportation Company)

as Lessee

U.S. BANK NATIONAL ASSOCIATION
(successor to State Street Bank and Trust Company of Connecticut, N.A.)
(not in its individual capacity except as otherwise expressly provided, but solely as the Owner Trustee)

as Lessor

and

WELLS FARGO BANK NORTHWEST, N.A.

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.

THIS LEASE TERMINATION AND RELEASE OF LIENS (this "Agreement"), dated as of January 2, 2013, among UNION PACIFIC RAILROAD COMPANY (successor to Southern Pacific Transportation Company), a Delaware corporation (the "Lessee"), U.S. BANK NATIONAL ASSOCIATION (successor to State Street Bank and Trust Company of Connecticut, N.A.), a national banking association, not in its individual capacity except as otherwise expressly provided, but solely as the Owner Trustee (the "Owner Trustee" or "Lessor") and WELLS FARGO BANK NORTHWEST, N.A., a national banking association, as Indenture Trustee (the "Indenture Trustee"). Capitalized terms used herein without definition shall have the respective meanings set forth in Appendix A to the Lease as defined below.

WITNESSETH

WHEREAS, (i) the Lessee, the Lessor, and Indenture Trustee have, with the other parties thereto, heretofore entered into a Participation Agreement (SPT 1994-A) dated as of September 29, 1994 (as amended, supplemented and modified to date, the "Participation Agreement"); (ii) the Lessor and the Lessee have heretofore entered into a Lease Agreement (SPT 1994-A) dated as of September 29, 1994 (as amended, supplemented and modified to date, the "Lease"); and (iii) as a result of the January 2, 2007 refinancing of the leveraged lease financing of the SPT 1994-A railroad rolling stock, the Indenture Trustee and the Owner Trustee entered into a Trust Indenture and Security Agreement (SPT 1994-A) dated as of January 2, 2007 (as amended, supplemented and modified to date, the "Indenture"), which replaced the original Trust Indenture and Security Agreement (SPT 1994-A) dated as of September 29, 1994 between the Indenture Trustee and Owner Trustee; and

WHEREAS, the Lease provides for the transfer of all of the Lessor's right, title and interest in and to the open top hopper railcars listed on Exhibit A attached hereto and incorporated herein by this reference (the "Released Equipment") and for the termination of the Lease with respect to the Released Equipment should Lessee exercise its early buy-out purchase option in accordance with Section 19 of the Lease ("Early Buy-Out Option"); and

WHEREAS, the Lessee provided notice to Lessor dated October 3, 2012, that it has elected to exercise its Early Buy-Out Option with respect to the Released Equipment and has paid the purchase price in full in accordance with Section 19 of the Lease (the "Purchase Price"); and

WHEREAS, the Owner Participant, Lessor, Lessee and Indenture Trustee have entered into a Termination and Release Agreement (SPT 1994-A) dated as of the date hereof (the "Termination") memorializing the parties understandings with respect to the Lessee's exercise of its Early Buy-Out Option;

NOW THEREFORE, in consideration of the premises and for good and sufficient consideration, the parties hereto hereby agree as follows:

1. The Lessor and Indenture Trustee do hereby acknowledge the Lessee's payment of the Purchase Price; and (a) any and all Liens under the Indenture with respect to the Released Equipment are hereby released and canceled; and (b) the Lease is hereby terminated and canceled, solely with respect to the Released Equipment, and the Lessor has granted, bargained, sold, transferred and conveyed unto the Lessee without recourse or warranty except as provided in the Bill of Sale (as defined in the Termination) all of its right, title and interest in and to the Released Equipment, "as is, where is," to have and to hold all and singular the Released Equipment unto the Lessee, its successors and assigns forever. Except to the extent terminated hereby, the Lease shall remain in full force and effect.

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.

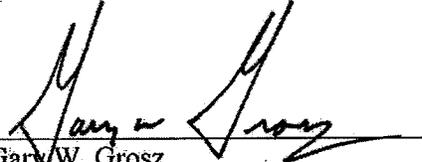
3. This Agreement shall be filed with the Surface Transportation Board and deposited in the Office of the Registrar General of Canada, and upon such filing, each of the documents described on Exhibit B attached hereto, and the interests of the parties evidenced thereby, shall be terminated or released,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

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

[REMAINDER OF PAGE INTENTIONALLY BLANK]

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.

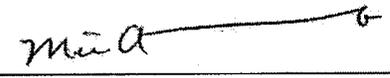
UNION PACIFIC RAILROAD COMPANY,
as Lessee

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

U.S. BANK NATIONAL ASSOCIATION, not in its
individual capacity, but solely as Owner Trustee,
as Lessor

By: _____
Name:
Title:

WELLS FARGO BANK NORTHWEST, N.A.
as Indenture Trustee

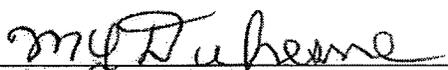
By: 
Name: Michael Arsenault
Title: Vice President

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

U.S. BANK NATIONAL ASSOCIATION, not in its
individual capacity, but solely as Owner Trustee,
as Lessor

By: 
Name: Maryanne Y. Dufresne
Title: Vice President

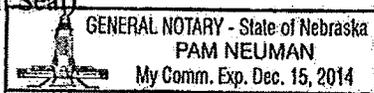
WELLS FARGO BANK NORTHWEST, N.A.
as Indenture Trustee

By: _____
Name:
Title:

State of Nebraska)
)
County of Douglas) ss

On this 12th day of December, 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 (successor to Southern Pacific Transportation 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)



Pam Neuman
Notary Public

My Commission Expires: 12-15-2014

Commonwealth of Massachusetts)
)
County of Suffolk) ss

On this ____ day of December, 2012, before me, a notary public, personally appeared _____, to me personally known, who being by me duly sworn says that he is the _____ of U.S. BANK NATIONAL ASSOCIATION (successor to State Street Bank and Trust Company of Connecticut, N.A.) 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.

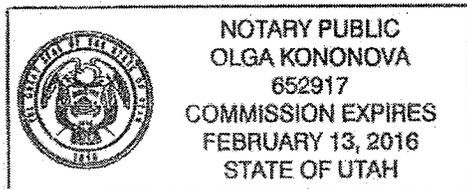
(Notarial Seal)

Notary Public

My Commission Expires:

State of Utah)
)
County of Salt Lake) ss

On this 11th day of December, 2012, before me, a notary public, personally appeared Michael Arsenault, to me personally known, who being by me duly sworn says that he is the Vice President of WELLS FARGO BANK NORTHWEST, N.A. 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.



[Signature]
Notary Public

State of Nebraska)
)
County of Douglas) ss

On this ____ day of December, 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 (successor to Southern Pacific Transportation 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 Connecticut)
)
County of Hartford) ss

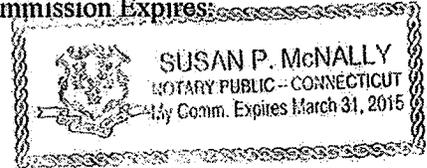
On this 20th day of December, 2012, before me, a notary public, personally appeared Maryanne Y. Dufresne, to me personally known, who being by me duly sworn says that she is the Vice President of U.S. BANK NATIONAL ASSOCIATION (successor to State Street Bank and Trust Company of Connecticut, N.A.) and 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)

Susan P. McNally
Notary Public

My Commission Expires:

State of Utah)
)
County of Salt Lake) ss



On this ____ day of December, 2012, before me, a notary public, personally appeared _____, to me personally known, who being by me duly sworn says that he is the _____ of WELLS FARGO BANK NORTHWEST, N.A. 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:

Exhibit A
SCHEDULE OF EQUIPMENT

Description: 500 Open Top Hopper Railcars

Group B Equip – Unit Count 101				Group C Equip - Unit Count 203				Group D Equip - Unit Count 196			
CTRN	601006			CTRN	601002			CTRN	601004		
CTRN	601008	-	601022	CTRN	601127			CTRN	601005		
CTRN	601024	-	601027	CTRN	601128			CTRN	601007		
CTRN	601029	-	601036	CTRN	601130	-	601136	CTRN	601355		
CTRN	601038	-	601052	CTRN	601139	-	601152	CTRN	601362		
CTRN	601054	-	601068	CTRN	601154	-	601156	CTRN	601363		
CTRN	601070			CTRN	601160			CTRN	601365		
CTRN	601072	-	601074	CTRN	601162	-	601169	CTRN	601371	-	601374
CTRN	601076			CTRN	601171			CTRN	601376		
CTRN	601077			CTRN	601174	-	601183	CTRN	601378	-	601384
CTRN	601079	-	601083	CTRN	601185	-	601221	CTRN	601388	-	601392
CTRN	601085			CTRN	601224			CTRN	601394	-	601399
CTRN	601087			CTRN	601225			CTRN	601401		
CTRN	601089	-	601093	CTRN	601227	-	601232	CTRN	601402		
CTRN	601095			CTRN	601234	-	601236	CTRN	601404	-	601428
CTRN	601096			CTRN	601238	-	601239	CTRN	601431		
CTRN	601098	-	601104	CTRN	601241	-	601251	CTRN	601433	-	601436
CTRN	601106	-	601113	CTRN	601253	-	601256	CTRN	601438	-	601442
CTRN	601116	-	601121	CTRN	601258	-	601268	CTRN	601444		
CTRN	601123			CTRN	601270	-	601278	CTRN	601447		
CTRN	601126			CTRN	601280	-	601283	CTRN	601449	-	601451
				CTRN	601285	-	601291	CTRN	601453	-	601457
				CTRN	601293			CTRN	601459	-	601466
				CTRN	601296	-	601298	CTRN	601468	-	601473
				CTRN	601300	-	601303	CTRN	601477	-	601480
				CTRN	601305	-	601308	CTRN	601482	-	601487
				CTRN	601310			CTRN	601489	-	601494
				CTRN	601312	-	601320	CTRN	601496	-	601498
				CTRN	601323	-	601331	CTRN	601500	-	601505
				CTRN	601333	-	601335	CTRN	601507	-	601512
				CTRN	601337	-	601341	CTRN	601516		
				CTRN	601343	-	601346	CTRN	601517		
				CTRN	601348	-	601354	CTRN	601519	-	601530
				CTRN	601356	-	601359	CTRN	601532	-	601547
				CTRN	601361			CTRN	601549	-	601551
				CTRN	601364			CTRN	601553	-	601559
				CTRN	601366	-	601369	CTRN	601561	-	601563
								CTRN	601565	-	601568
								CTRN	601570	-	601572
								CTRN	601574	-	601580
								CTRN	601582	-	601587
								CTRN	601589	-	601592
								CTRN	601594	-	601600

Exhibit B

ORIGINAL SURFACE TRANSPORTATION BOARD FILINGS

<u>Description</u>	<u>Date Filed</u>	<u>Recordation Number</u>
Memorandum of Lease Agreement (SPT 1994-A), dated as of September 29, 1994	September 29, 1994	19001
Trust Indenture and Security Agreement (SPT 1994-A), dated as of September 29, 1994	September 29, 1994	19001-A
Lease Supplement (SPT 1994-A) No. 1, dated as of September 29, 1994	September 29, 1994	19001-B
Trust Indenture Supplement (SPT 1994-A) No. 1, dated as of September 29, 1994	September 29, 1994	19001-C
Notice of Succession of Trusteeship, dated as of August 27, 2004	September 22, 2004	19001-J
Statement of Change in Reporting Marks and/or Road Numbers, dated as of October 13, 2006	October 24, 2006	19001-L
Memorandum of Amended and Restated Equipment Description (SPT 1994-A), dated as of January 2, 2007	December 28, 2006	19001-O
Memorandum of Trust Indenture and Security Agreement (SPT 1994-A), dated as of January 2, 2007	December 28, 2006	19001-P
Memorandum of Trust Indenture Supplement No. 1 (SPT 1994-A), dated as of January 2, 2007	December 28, 2006	19001-Q
Memorandum of Lease Assignment (SPT 1994-A), dated as of January 2, 2007	December 28, 2006	19001-R
Termination of Trust Indenture and Security Agreement (SPT 1994-A), dated as of January 2, 2007	January 3, 2007	19001-S

ORIGINAL REGISTRAR GENERAL OF CANADA FILINGS

<u>Description</u>	<u>Date Filed</u>	<u>Recordation Number</u>
Memorandum of Lease Agreement (SPT 1994-A), dated as of September 29, 1994	September 29, 1994	9311
Trust Indenture and Security Agreement (SPT 1994-A), dated as of September 29, 1994	September 29, 1994	9313
Lease Supplement (SPT 1994-A) No. 1, dated as of September 29, 1994	September 29, 1994	9312
Trust Indenture Supplement (SPT 1994-A) No. 1, dated as of September 29, 1994	September 29, 1994	9314
Memorandum of Amended and Restated Equipment Description (SPT 1994-A), dated as of January 2, 2007	December 28, 2006	18072
Memorandum of Trust Indenture and Security Agreement (SPT 1994-A), dated as of January 2, 2007	December 28, 2006	18073
Memorandum of Trust Indenture Supplement No. 1 (SPT 1994-A), dated as of January 2, 2007	December 28, 2006	18074
Memorandum of Lease Assignment (SPT 1994-A), dated as of January 2, 2007	December 28, 2006	18075
Termination of Trust Indenture and Security Agreement (SPT 1994-A), dated as of January 2, 2007	January 2, 2007	18110

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: 1/2/13

Edward M Luria
Edward M. Luria