

RECORDED 17391-Q  
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**SURFACE TRANSPORTATION BOARD**

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

March 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 Partial Termination of Lease Agreement, dated as of March 15, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a partial termination and relates to the documents previously filed with the Commission under Recordation Numbers 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  
March 15, 2011  
Page two

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

34 railcars within the series MCHX 30007 - MCHX 30549 as more particularly set forth in the attachment to the document.

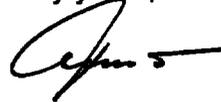
A short summary of the document to appear in the index is:

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,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a horizontal line extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

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**PARTIAL TERMINATION OF LEASE AGREEMENT**  
**SURFACE TRANSPORTATION BOARD**

THIS PARTIAL TERMINATION OF LEASE OF RAILROAD EQUIPMENT is made and entered into as of March 15, 2011 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: Nicole Poole  
Name: **Nicole Poole**  
Title: **Vice President**

UNION PACIFIC RAILROAD COMPANY, as  
Lessee

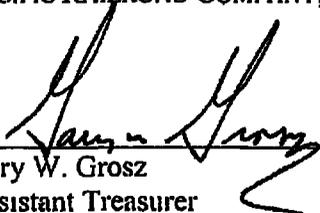
By: \_\_\_\_\_  
Name:  
Title:

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 14 day of March, 2011, before me, a Notary Public in and for said County and State, personally appeared Nicole Poole, who being by me duly sworn, says that she is the Vice President 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.

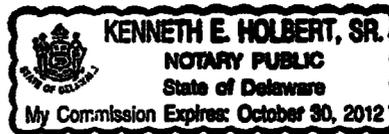
Kenneth E. Holbert, Sr.

Name:

Notary Public

My Commission Expires: 10/30/2012

Residing In: NEW CASTLE, DELAWARE



STATE OF Nebraska )  
 )  
COUNTY OF Douglas ) SS.

On this, the \_\_\_\_\_ day of \_\_\_\_\_, 2011, 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: 12-15-2014  
Residing In: Omaha, NE

**EXHIBIT A**

**34 RAILCARS**

**MARK MCHX**

	<b>CAR NUMBER</b>	<b>CAR NUMBER</b>
<b>1</b>	<b>30007</b>	
<b>2</b>	<b>30009</b>	
<b>3</b>	<b>30024</b>	
<b>4</b>	<b>30064</b>	
<b>5</b>	<b>30078</b>	
<b>6</b>	<b>30084</b>	
<b>7</b>	<b>30089</b>	
<b>8</b>	<b>30109</b>	
<b>9</b>	<b>30117</b>	
<b>10</b>	<b>30118</b>	
<b>11</b>	<b>30119</b>	
<b>12</b>	<b>30139</b>	
<b>13</b>	<b>30166</b>	
<b>14</b>	<b>30197</b>	
<b>15</b>	<b>30199</b>	
<b>16</b>	<b>30220</b>	
<b>17</b>	<b>30225</b>	
<b>18</b>	<b>30229</b>	
<b>19</b>	<b>30235</b>	
<b>20</b>	<b>30237</b>	
<b>21</b>	<b>30254</b>	
<b>22</b>	<b>30256</b>	
<b>23</b>	<b>30263</b>	
<b>24</b>	<b>30269</b>	
<b>25</b>	<b>30277</b>	
<b>26</b>	<b>30321</b>	
<b>27</b>	<b>30357</b>	
<b>28</b>	<b>30399</b>	
<b>29</b>	<b>30400</b>	
<b>30</b>	<b>30435</b>	
<b>31</b>	<b>30455</b>	
<b>32</b>	<b>30467</b>	
<b>33</b>	<b>30541</b>	
<b>34</b>	<b>30549</b>	

**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: 3/15/11



\_\_\_\_\_  
Robert W. Alvord