

RECORDATION NO. 19001 ~~FILED~~ <sup>X</sup>

JAN 04 '12 -8 00 AM

**SURFACE TRANSPORTATION BOARD**

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OF COUNSEL  
URBAN A LESTER

January 4, 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 Lease Termination and Release of Liens (SPT 1994-A), dated as of January 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 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 4, 2012  
Page 2

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

50 locomotives RELEASED: UP 9564 – UP 9613.

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 \$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 'Edward M. Luria', with a stylized, sweeping flourish at the end.

Edward M. Luria

EML/sem  
Enclosures

RECORDATION NO. 19001-X FILED

JAN 04 '12 -8 00 AM

EXECUTION VERSION

**SURFACE TRANSPORTATION BOARD**

(SPT 1994-A)

PARTIAL LEASE TERMINATION  
AND  
RELEASE OF LIENS

Dated as of January 3, 2012

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 PARTIAL LEASE TERMINATION AND RELEASE OF LIENS (this "Agreement"), dated as of January 3, 2012, 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 General Electric Dash 9-44 CW diesel-electric freight locomotives 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 4, 2011, 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 Partial 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.

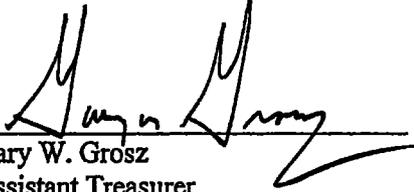
3. This Agreement shall be filed with the Surface Transportation Board and deposited in the Office of the Registrar General of Canada, and upon such filing, each of the documents described on Exhibit B attached hereto, and the interests of the parties evidenced thereby, shall be terminated or released, 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: **EARL W. DENNISON JR.**  
Title: VICE PRESIDENT

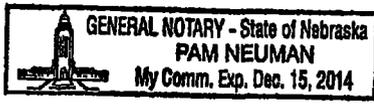
WELLS FARGO BANK NORTHWEST, N.A.  
as Indenture Trustee

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



State of Nebraska )  
 )  
County of Douglas ) ss

On this 27th day of December, 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 (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

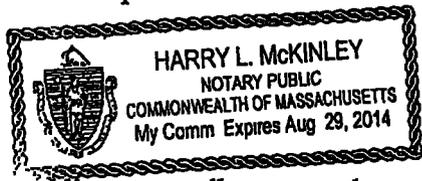
On this 2/5<sup>th</sup> day of December, 2011, before me, a notary public, personally appeared **EARL W. DENNISON JR.**, to me personally known, who being by me duly sworn says that he is the VICE PRESIDENT of U.S. BANK NATIONAL ASSOCIATION (successor to State Street Bank and Trust Company of Connecticut, 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)

[Signature]  
Notary Public

My Commission Expires:

State of Utah )  
 )  
County of Salt Lake ) ss



On this \_\_\_\_ day of December, 2011, 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:

State of Nebraska )  
 )  
County of Douglas ) ss

On this \_\_\_\_ day of December, 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 (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:

Commonwealth of Massachusetts )  
 )  
County of Suffolk ) ss

On this \_\_\_\_ day of December, 2011, 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:

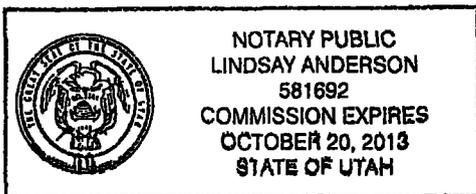
State of Utah )  
 )  
County of Salt Lake ) ss

On this 5th day of December, 2011, 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.

(Notarial Seal)

Lindsay Anderson  
\_\_\_\_\_  
Notary Public

My Commission Expires: 10/20/2013



**Exhibit A**

**SCHEDULE OF EQUIPMENT**

**Description:** GE Dash 9-44 CW locomotives

**Mark:** UP 9564 – UP 9613, inclusive

**Total Units:** 50

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**Exhibit B**  
**Page 1 of 2**

**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

\* Solely with respect to Equipment noted on Exhibit A. With respect to all other Equipment subject to such filings, such filings shall remain in full force and effect.

**Exhibit B**  
**Page 2 of 2**

**ORIGINAL REGISTRAR GENERAL OF CANADA FILINGS\*\***

<b><u>Description</u></b>	<b><u>Date Filed</u></b>	<b><u>Recordation Number</u></b>
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

**\*\* Solely with respect to Equipment noted on Exhibit A. With respect to all other Equipment subject to such filings, such filings shall remain in full force and effect.**

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. 1/4/12

Edward M Luria  
Edward M Luria