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

OF COUNSEL
URBAN A. LESTER

November 1, 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 Termination of Lease Agreement (SPT 1995-D), dated as of October 30, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Railroad Equipment (SPT 1995-D) previously filed with the Commission under Recordation Number 19477.

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

Owner Trustee: U.S. Bank National Association (successor in
interest to State Street Bank and Trust Company)
Goodwin Square
225 Asylum Street, 23rd Floor
Hartford, CT 06103

Section Chief
November 1, 2012
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A description of the railroad equipment covered by the enclosed document is:

74 railcars TERMINATED within the series SP 309 – SP 352 and UP 6170 – UP 6424 as more particularly set forth in the attachment to the document.

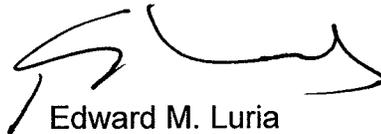
A short summary of the document to appear in the index is:

Termination of Lease Agreement (SPT 1995-D).

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,



Edward M. Luria

EML/sem
Enclosures

**TERMINATION OF LEASE AGREEMENT
(SPT 1995-D)**

THIS TERMINATION OF LEASE AGREEMENT (SPT 1995-D) is made and entered into as of October 30, 2012 by U.S. Bank National Association (successor-in-interest to State Street Bank and Trust Company), a national banking association, not in its individual capacity, but solely as Owner Trustee ("Owner Trustee").

1. The Owner Trustee has heretofore entered into that certain Lease of Railroad Equipment (SPT 1995-D) dated as of June 15, 1995 (as amended, supplemented or modified to date, the "Lease") by which the Owner Trustee leased certain railroad equipment to Union Pacific Railroad Company. A memorandum of the Lease was duly recorded with the Surface Transportation Board on June 21, 1995 at 10:00 am under recordation number 19477 and with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act as noted in Schedule A. Capitalized terms used herein without definition have the meanings assigned to them in the Lease.

2. The Lease is terminated effective as of the date hereof with respect to the Equipment, including without limitation the units of railroad equipment specified on Schedule 1 hereto.

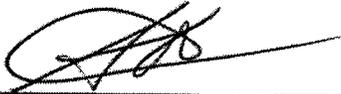
3. This Termination of Lease Agreement shall neither impair nor terminate the rights and obligations of the parties under the Lease which expressly survive termination.

[signature page follows]

IN WITNESS WHEREOF, the parties hereto have each caused this Termination of Lease Agreement to be duly executed by their respective officers duly authorized as of the date and year first above written.

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

By: _____


Name: Arthur L. Blakeslee
Title: Vice President

Executed on this 30th day of October, 2012

**Schedule I
to Termination of Lease Agreement**

List of Equipment

<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	SP	309	38	UP	6374
2	SP	319	39	UP	6377
3	SP	335	40	UP	6378
4	SP	343	41	UP	6379
5	SP	352	42	UP	6381
6	UP	6170	43	UP	6382
7	UP	6197	44	UP	6383
8	UP	6216	45	UP	6385
9	UP	6248	46	UP	6386
10	UP	6302	47	UP	6387
11	UP	6325	48	UP	6388
12	UP	6326	49	UP	6389
13	UP	6328	50	UP	6391
14	UP	6340	51	UP	6392
15	UP	6348	52	UP	6394
16	UP	6349	53	UP	6396
17	UP	6350	54	UP	6397
18	UP	6351	55	UP	6398
19	UP	6352	56	UP	6400
20	UP	6354	57	UP	6402
21	UP	6355	58	UP	6403
22	UP	6356	59	UP	6404
23	UP	6357	60	UP	6405
24	UP	6358	61	UP	6406
25	UP	6359	62	UP	6407
26	UP	6360	63	UP	6408
27	UP	6361	64	UP	6409
28	UP	6362	65	UP	6410
29	UP	6363	66	UP	6411
30	UP	6365	67	UP	6412
31	UP	6366	68	UP	6413
32	UP	6367	69	UP	6415
33	UP	6368	70	UP	6416
34	UP	6369	71	UP	6417
35	UP	6370	72	UP	6418
36	UP	6371	73	UP	6419
37	UP	6372	74	UP	6424

**Schedule A
to Termination of Lease Agreement**

ORIGINAL REGISTRAR GENERAL OF CANADA FILINGS

<u>Description</u>	<u>Date Filed</u>	<u>Document Key</u>
Memorandum of Lease Agreement (SPT 1995-D), dated as of June 15, 1995	June 21, 1995	9325
Lease Supplement (SPT 1995-D) No. 1, dated as of November 7, 1995	November 7, 1995	803
Memorandum of Amended and Restated Equipment Description (SPT 1995-D), dated as of April 30, 2008	April 29, 2008	19272
Memorandum of Lease Assignment (SPT 1995-D), dated as of April 30, 2008	April 29, 2008	19275

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: 11/1/12

Edward M Luria
Edward M. Luria