

RECORDATION NO 20047-O

FILED

January 16, 2013 01:30 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD

ATTORNEYS AT LAW

1050 SEVENTEENTH STREET, N.W.

SUITE 301

WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

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

OF COUNSEL  
URBAN A. LESTER

January 16, 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 Termination of Indenture and Security Agreement and Assignment (UPRR 1996-B), dated as of January 16, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Indenture and Security Agreement and related documents previously filed with the Board under Recordation Number 20047-E.

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

Owner Trustee: Wells Fargo Bank Northwest, N.A. (successor  
to First Security Bank of Utah, NA)  
299 South Main Street, 12th Floor  
Salt Lake City, UT 84111

Indenture Trustee: The Bank of New York Mellon Trust Company,  
N.A. (successor to Harris Trust and Savings Bank)  
One Wall Street  
New York, NY 10286

Chief  
Section of Administration  
January 16, 2013  
Page 2

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

345 railcars TERMINATED: UP 92366, UP 90966, UP 91179, UP 249074 – UP 249134 and within the series UPL 92173 – UPL 92457 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 Indenture and Security Agreement and Assignment (UPRR 1996-B).

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

SURFACE TRANSPORTATION BOARD  
**PARTIAL TERMINATION OF INDENTURE AND SECURITY AGREEMENT  
AND ASSIGNMENT  
(UPRR 1996-B)**

THIS PARTIAL TERMINATION OF INDENTURE AND SECURITY AGREEMENT AND ASSIGNMENT (UPRR 1996-B) is made and entered into as of January 16, 2013, by and between Wells Fargo Bank Northwest, National Association (formerly known as First Security Bank of Utah, National Association), a national banking association, not in its individual capacity, but solely as Owner Trustee ("Owner Trustee"), and The Bank of New York Mellon Trust Company, N.A. (successor in interest to Harris Trust and Savings Bank), a national banking association, as Indenture Trustee ("Indenture Trustee").

1. The Owner Trustee and the Indenture Trustee have heretofore entered into that certain Indenture and Security Agreement (UPRR 1996-B) dated as of April 7, 2008 (as amended, supplemented or modified to date, the "Indenture") by which the Owner Trustee granted a security interest in certain railroad equipment to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Indenture. A memorandum of the Indenture was duly recorded with the Surface Transportation Board on April 3, 2008 under recordation number 20047-E and with the Registrar General of Canada on April 3, 2008 under document key 19234. Capitalized terms used herein without definition have the meanings assigned to them in the Indenture.

2. Pursuant to the Indenture, the Owner Trustee assigned that certain Lease Agreement dated as of May 2, 1996 between Owner Trustee and Union Pacific Railroad Company, as amended, supplemented or modified, and the rents and other proceeds therefrom (with certain exceptions) to the Indenture Trustee. A memorandum of the foregoing assignment was duly recorded with the Surface Transportation Board on April 3, 2008 under recordation number 20047-G and with the Registrar General of Canada on April 3, 2008 under document key 19236.

3. The Indenture (including, without limitation, the assignment described in the foregoing paragraph) is terminated effective as of the date hereof with respect to the Indenture Estate, solely to the extent relating to the units of railroad equipment specified on Schedule 1-A, Schedule 1-B, and Schedule 1-C, attached hereto.

3. This Partial Termination of Indenture and Security Agreement and Assignment shall neither impair nor terminate the rights and obligations of the parties under the Indenture with respect to any other portions of the Indenture Estate or otherwise which expressly survive termination.

[signature page follows]

IN WITNESS WHEREOF, the parties hereto have each caused this Partial Termination of Indenture and Security Agreement and Assignment (UPRR 1996-B) to be duly executed by their respective officers duly authorized as of the date and year first above written.

WELLS FARGO BANK NORTHWEST,  
NATIONAL ASSOCIATION, not in its individual  
capacity, but solely as Owner Trustee

By:   
Name: David Wall  
Title: Vice President

Executed on this 16<sup>th</sup> day of January, 2013.

THE BANK OF NEW YORK MELLON TRUST  
COMPANY, N.A., as Indenture Trustee

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

Executed on this 16<sup>th</sup> day of January, 2013.

IN WITNESS WHEREOF, the parties hereto have each caused this Partial Termination of Indenture and Security Agreement and Assignment (UPRR 1996-B) to be duly executed by their respective officers duly authorized as of the date and year first above written.

WELLS FARGO BANK NORTHWEST,  
NATIONAL ASSOCIATION, not in its individual  
capacity, but solely as Owner Trustee

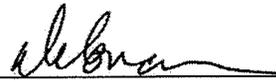
By: \_\_\_\_\_

Name:

Title:

Executed on this 16<sup>th</sup> day of January, 2013.

THE BANK OF NEW YORK MELLON TRUST  
COMPANY, N.A., as Indenture Trustee

By:  \_\_\_\_\_

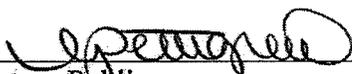
Name: D. G. Donovan

Title: Vice President

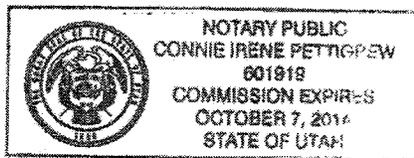
Executed on this 16<sup>th</sup> day of January, 2013.

State of Utah )  
 ) ss:  
County of Salt Lake )

On this 14th day of January, 2013, before me personally appeared David Wall, to me personally known, who being duly sworn, says that he is Vice President of **Wells Fargo Bank Northwest, National Association**, that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

My Commission expires on: 10/07/2014



State of Illinois )  
 ) ss:  
County of Cook )

On this \_\_\_ day of January, 2013, before me personally appeared \_\_\_\_\_, to me personally known, who being duly sworn, says that he is \_\_\_\_\_ of **The Bank of New York Mellon Trust Company, N.A.**, that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

My Commission expires on: \_\_\_\_\_

State of Utah )  
 ) ss:  
County of Salt Lake )

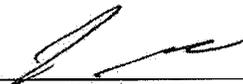
On this \_\_\_ day of January, 2013, before me personally appeared \_\_\_\_\_, to me personally known, who being duly sworn, says that he is \_\_\_\_\_ of Wells Fargo Bank Northwest, National Association, that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

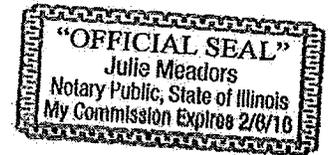
My Commission expires on: \_\_\_\_\_

State of Illinois )  
 ) ss:  
County of Cook )

On this 11<sup>th</sup> day of January, 2013, before me personally appeared **D. G. DONOVAN**, to me personally known, who being duly sworn, says that he is **VICE PRESIDENT** of The Bank of New York Mellon Trust Company, N.A., that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

My Commission expires on: 2-6-14



**Schedule 1-A**

**(UPRR 1996-B)**

**Terminated Equipment**

<u>Equipment Description</u>	<u>Quantity</u>	<u>Reporting Marks</u>
Bi-level Autorack	1	UPL 92366
Covered Hoppers	2	UP 90966 UP 91179

**Schedule 1-B**

**(UPRR 1996-B)**

**EOT Purchase Equipment**

<u>Equipment Description</u>	<u>Quantity</u>	<u>Reporting Marks</u>
Bi-level Autoracks	281	UPL 92173 – 92226; UPL 92228 – 92346; UPL 92348 – 92365; UPL 92367 – 92396; UPL 92398 – 92457

**Schedule 1-C**

**(UPRR 1996-B)**

**EBO Purchase Equipment**

<u>Equipment Description</u>	<u>Quantity</u>	<u>Reporting Marks</u>
Covered Gondolas	61	UP 249074 – UP 249134, inclusive

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: 1/16/13

Edward M Luria  
Edward M. Luria