RECORDATION NO 19494-FF FILED
July 25, 2013 11:10 AM
SURFACE TRANSPORTATION BOARD

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July 25, 2013

Chief
Section of Administration
Office of the Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

Re: Union Pacific Railroad Company
Partial Termination and Release

Dear Section Chief:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, a copy of the Notice of Partial Termination of Lease, dated as of July 25, 2013, a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement dated as of June 15, 1995 between Wells Fargo Bank Northwest, National Association (successor to First Security Bank of Utah, National Association), as Lessor, and Union Pacific Railroad Company, as Lessee, a memorandum of which was recorded with the Interstate Commerce Commission, predecessor to the Surface Transportation Board, on June 28, 1995 under Recordation Number 19494.

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

Lessee: Union Pacific Railroad Company
1400 Douglas Street
Omaha, Nebraska 68179
Attention: Treasurer

Lessor: Wells Fargo Bank Northwest, National Association
MAC: U1228-120
260 North Charles Lindburgh Drive
Salt Lake City, Utah 84116
Attention: Corporate Trust Department

A description of the equipment covered as of the date hereof by the enclosed document is:

479 Covered hopper cars as more specifically described in Exhibit A attached hereto.

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

Notice of Partial Termination of Lease by Wells Fargo Bank Northwest, National Association (successor-in-interest to First Security Bank, National Association), as Owner Trustee.

A fee of forty-one dollars ($41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Edward M. Luria, Esq.
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-3892.

Sincerely,

CHAPMAN AND CUTLER LLP

By Karl T. Williams
Karl T. Williams

KTW/db
Enclosures

EXHIBIT A

479 covered hopper cars bearing the following road numbers:

Road Number	Road Number	Road Number	Road Number
UP 90350	UP 90391	UP 90433	UP 90472
UP 90351	UP 90392	UP 90434	UP 90473
UP 90352	UP 90393	UP 90435	UP 90474
UP 90353	UP 90395	UP 90436	UP 90475
UP 90354	UP 90396	UP 90437	UP 90476
UP 90355	UP 90397	UP 90438	UP 90477
UP 90356	UP 90398	UP 90439	UP 90478
UP 90357	UP 90399	UP 90440	UP 90479
UP 90358	UP 90400	UP 90441	UP 90480
UP 90359	UP 90401	UP 90442	UP 90481
UP 90360	UP 90402	UP 90443	UP 90482
UP 90361	UP 90403	UP 90444	UP 90483
UP 90362	UP 90404	UP 90445	UP 90484
UP 90364	UP 90405	UP 90446	UP 90485
UP 90365	UP 90406	UP 90447	UP 90486
UP 90366	UP 90407	UP 90448	UP 90487
UP 90367	UP 90408	UP 90449	UP 90488
UP 90368	UP 90409	UP 90450	UP 90489
UP 90369	UP 90410	UP 90451	UP 90490
UP 90370	UP 90412	UP 90452	UP 90491
UP 90371	UP 90413	UP 90453	UP 90492
UP 90372	UP 90414	UP 90454	UP 90493
UP 90373	UP 90416	UP 90455	UP 90494
UP 90374	UP 90417	UP 90456	UP 90495
UP 90375	UP 90418	UP 90457	UP 90496
UP 90376	UP 90419	UP 90458	UP 90498
UP 90378	UP 90420	UP 90459	UP 90499
UP 90379	UP 90421	UP 90460	UP 90500
UP 90380	UP 90422	UP 90461	UP 90501
UP 90381	UP 90423	UP 90462	UP 90502
UP 90382	UP 90424	UP 90463	UP 90503
UP 90383	UP 90425	UP 90464	UP 90504
UP 90384	UP 90426	UP 90465	UP 90505
UP 90385	UP 90427	UP 90466	UP 90506
UP 90386	UP 90428	UP 90467	UP 90507
UP 90387	UP 90429	UP 90468	UP 90508
UP 90388	UP 90430	UP 90469	UP 90509
UP 90389	UP 90431	UP 90470	UP 90510
UP 90390	UP 90432	UP 90471	UP 90511

Road Number	Road Number	Road Number	Road Number
UP 90512	UP 90555	UP 90600	UP 90644
UP 90513	UP 90556	UP 90601	UP 90645
UP 90514	UP 90557	UP 90602	UP 90646
UP 90515	UP 90558	UP 90603	UP 90647
UP 90516	UP 90559	UP 90604	UP 90648
UP 90517	UP 90560	UP 90605	UP 90649
UP 90518	UP 90561	UP 90607	UP 90650
UP 90519	UP 90562	UP 90608	UP 90651
UP 90520	UP 90563	UP 90609	UP 90652
UP 90521	UP 90564	UP 90610	UP 90653
UP 90522	UP 90565	UP 90611	UP 90654
UP 90523	UP 90566	UP 90612	UP 90655
UP 90524	UP 90567	UP 90613	UP 90656
UP 90525	UP 90568	UP 90614	UP 90657
UP 90526	UP 90569	UP 90615	UP 90658
UP 90527	UP 90570	UP 90616	UP 90660
UP 90528	UP 90571	UP 90617	UP 90661
UP 90529	UP 90573	UP 90618	UP 90662
UP 90530	UP 90574	UP 90619	UP 90663
UP 90531	UP 90575	UP 90620	UP 90664
UP 90532	UP 90576	UP 90621	UP 90665
UP 90533	UP 90577	UP 90622	UP 90666
UP 90534	UP 90578	UP 90623	UP 90667
UP 90535	UP 90579	UP 90624	UP 90668
UP 90536	UP 90580	UP 90626	UP 90669
UP 90537	UP 90581	UP 90627	UP 90670
UP 90538	UP 90582	UP 90628	UP 90671
UP 90539	UP 90583	UP 90629	UP 90672
UP 90540	UP 90584	UP 90630	UP 90673
UP 90541	UP 90585	UP 90631	UP 90674
UP 90542	UP 90586	UP 90632	UP 90675
UP 90543	UP 90587	UP 90633	UP 90676
UP 90544	UP 90588	UP 90634	UP 90678
UP 90546	UP 90590	UP 90635	UP 90679
UP 90547	UP 90591	UP 90636	UP 90680
UP 90548	UP 90592	UP 90637	UP 90681
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UP 90551	UP 90595	UP 90640	UP 90684
UP 90552	UP 90596	UP 90641	UP 90685
UP 90553	UP 90597	UP 90642	UP 90686
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Road Number
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RECORDATION NO 19494-FF FILED
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SURFACE TRANSPORTATION BOARD

NOTICE OF PARTIAL TERMINATION OF LEASE

The undersigned, WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION (successor to First Security Bank of Utah, National Association), not personally but in its capacity as Owner Trustee and Lessor, publishes this notice that the Lease Agreement, dated as of June 15, 1995 (as supplemented from time to time, the *"Lease"*) between the Lessor and Union Pacific Railroad Company, as Lessee (*"Lessee"*), has been terminated with respect to the 479 covered hopper cars as more specifically described in Exhibit A attached hereto (the *"Terminated Railcars"*).

A Memorandum of Lease Agreement dated as of June 15, 1995 was duly recorded with the Interstate Commerce Commission ("ICC"), predecessor to the Surface Transportation Board, on June 28, 1995 under Recordation Number 19494 and duly recorded with the Registrar General of Canada (*"RGC"*) on June 28, 1995 under Document Key 9857. A Memorandum of Lease Supplement dated as of February 1, 1996 among Lessor, Lessee and The Bank of New York Mellon Trust Company, N.A. (successor to BNY Midwest Trust Company, successor to Harris Trust and Savings Bank), as Indenture Trustee, was duly recorded with the Surface Transportation Board on February 12, 1996 under Recordation Number 19494-F and duly recorded with the RGC on February 13, 1996 under Document Key 2612. A Memorandum of Lease and Indenture Supplement No. 5 effective as of December 1, 2006 among Lessor, Lessee and The Bank of New York Mellon Trust Company, N.A. (successor to BNY Midwest Trust Company, successor to Harris Trust and Savings Bank), as Indenture Trustee, was duly recorded with the Surface Transportation Board on November 29, 2006 under Recordation Number 19494-Q and duly recorded with the RGC on November 29, 2006 under Document Key 18009.

The Lessor hereby acknowledges that all obligations of the Lessee under the Lease with respect to the Terminated Railcars have been duly performed and satisfied and that there remain no further obligations on the part of the Lessee under the Lease with respect to the Terminated Railcars except those terms of the Lease that by their express terms survive termination.

The Lessor does hereby authorize the filing and recording of this Notice with the United States Surface Transportation Board and the RGC in order to give effect to the foregoing.

IN WITNESS WHEREOF, WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION (successor to First Security Bank of Utah, National Association), not personally but in its capacity as Owner Trustee and/or Lessor, has caused this instrument to be executed by its officer thereunto duly authorized this 19th day of July, 2013.

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION (successor to First Security Bank of Utah, National Association), not personally but in its capacity as Owner Trustee and/or Lessor

By: _____

Title: Vice President

STATE OF UTAH)
) SS
COUNTY OF SALT LAKE)

On this, the 19th day of July, 2013, before me, a Notary Public in and for said County and State, personally appeared Michael Arsenault, who being by me duly sworn says that (s)he is the Vice President of Wells Fargo Bank Northwest, National Association (successor to First Security Bank of Utah, National Association), not personally but in its capacity as Owner Trustee and/or Lessor, that said instrument was signed on July 19, 2013 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the Date above mentioned.

_____

CYNTHIA SCANLON
NOTARY PUBLIC • STATE of UTAH
COMMISSION NO. 583836
COMM. EXP. 04-20-2014

EXHIBIT A

Recordation Number: 19494

Equipment Description

479 covered hopper cars bearing the following road numbers:

Road Number	Road Number	Road Number	Road Number
UP 90350	UP 90386	UP 90423	UP 90457
UP 90351	UP 90387	UP 90424	UP 90458
UP 90352	UP 90388	UP 90425	UP 90459
UP 90353	UP 90389	UP 90426	UP 90460
UP 90354	UP 90390	UP 90427	UP 90461
UP 90355	UP 90391	UP 90428	UP 90462
UP 90356	UP 90392	UP 90429	UP 90463
UP 90357	UP 90393	UP 90430	UP 90464
UP 90358	UP 90395	UP 90431	UP 90465
UP 90359	UP 90396	UP 90432	UP 90466
UP 90360	UP 90397	UP 90433	UP 90467
UP 90361	UP 90398	UP 90434	UP 90468
UP 90362	UP 90399	UP 90435	UP 90469
UP 90364	UP 90400	UP 90436	UP 90470
UP 90365	UP 90401	UP 90437	UP 90471
UP 90366	UP 90402	UP 90438	UP 90472
UP 90367	UP 90403	UP 90439	UP 90473
UP 90368	UP 90404	UP 90440	UP 90474
UP 90369	UP 90405	UP 90441	UP 90475
UP 90370	UP 90406	UP 90442	UP 90476
UP 90371	UP 90407	UP 90443	UP 90477
UP 90372	UP 90408	UP 90444	UP 90478
UP 90373	UP 90409	UP 90445	UP 90479
UP 90374	UP 90410	UP 90446	UP 90480
UP 90375	UP 90412	UP 90447	UP 90481
UP 90376	UP 90413	UP 90448	UP 90482
UP 90378	UP 90414	UP 90449	UP 90483
UP 90379	UP 90416	UP 90450	UP 90484
UP 90380	UP 90417	UP 90451	UP 90485
UP 90381	UP 90418	UP 90452	UP 90486
UP 90382	UP 90419	UP 90453	UP 90487
UP 90383	UP 90420	UP 90454	UP 90488
UP 90384	UP 90421	UP 90455	UP 90489
UP 90385	UP 90422	UP 90456	UP 90490

Road Number	Road Number	Road Number	Road Number
UP 90491	UP 90535	UP 90580	UP 90627
UP 90492	UP 90536	UP 90581	UP 90628
UP 90493	UP 90537	UP 90582	UP 90629
UP 90494	UP 90538	UP 90583	UP 90630
UP 90495	UP 90539	UP 90584	UP 90631
UP 90496	UP 90540	UP 90585	UP 90632
UP 90498	UP 90541	UP 90586	UP 90633
UP 90499	UP 90542	UP 90587	UP 90634
UP 90500	UP 90543	UP 90588	UP 90635
UP 90501	UP 90544	UP 90590	UP 90636
UP 90502	UP 90546	UP 90591	UP 90637
UP 90503	UP 90547	UP 90592	UP 90638
UP 90504	UP 90548	UP 90593	UP 90639
UP 90505	UP 90549	UP 90594	UP 90640
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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: 7/25/2013

Edward M. Luria

Edward M. Luria