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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

September 30, 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 Lease Termination, Release of Lien and Bill of Sale, dated as of September 30, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Lease Agreement and Indenture and Security Agreement and related documents previously filed with the Commission and Board under Recordation Numbers 18421 and 18420.

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

Lessee: Union Pacific Railroad Company  
1400 Douglas Street, Stop 1580  
Omaha, Nebraska 68179

Owner Trustee/  
Lessor: The Bank of New York Mellon Trust  
Company, N.A.  
One Wall Street  
New York, New York 10286

Indenture Trustee: Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890

Chief  
Section of Administration  
September 30, 2013  
Page 2

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

1,099 covered hopper cars RELEASED within the series UP 87221 - UP 88349 as set forth in the attachment to the document.

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

Lease Termination, Release of Lien and Bill of Sale.

Also enclosed is a check in the amount of \$44.00 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

**EXECUTION VERSION**

LEASE TERMINATION,  
RELEASE OF LIEN  
AND  
BILL OF SALE

Dated as of September 30, 2013

among

UNION PACIFIC RAILROAD COMPANY,

as Lessee

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

not in its individual capacity except as otherwise expressly provided,  
but solely as Owner Trustee/Lessor

and

WILMINGTON TRUST COMPANY,

as Indenture Trustee

THIS INSTRUMENT SHALL BE FILED WITH THE SURFACE TRANSPORTATION BOARD AND DEPOSITED IN THE OFFICE OF THE REGISTRAR GENERAL OF CANADA AND, UPON SUCH FILING OR DEPOSIT, 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, BUT SOLELY WITH RESPECT TO THE TERMINATED EQUIPMENT DESCRIBED ON EXHIBIT A ATTACHED HERETO IN ACCORDANCE WITH THIS INSTRUMENT.

THIS LEASE TERMINATION, RELEASE OF LIEN AND BILL OF SALE (this "Agreement"), dated as of September 30, 2013, among UNION PACIFIC RAILROAD COMPANY, a Delaware corporation (the "Lessee"), THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. (successor to BNY Midwest Trust Company, which was successor to Harris Trust and Savings Bank), not in its individual capacity but solely as the Owner Trustee (the "Owner Trustee" or "Lessor") and WILMINGTON TRUST COMPANY, as Indenture Trustee (the "Indenture Trustee").

WITNESSETH

WHEREAS, the Lessee, the Lessor, and Indenture Trustee have, with the other parties thereto, heretofore entered into a Participation Agreement, the Lessor and the Lessee have heretofore entered into a Lease Agreement, as supplemented, and the Indenture Trustee and the Owner Trustee have heretofore entered into an Indenture and Security Agreement, each dated as of September 15, 1993 (such documents referred to herein as the "Participation Agreement," the "Lease," and the "Indenture," respectively). (Capitalized terms used herein without definition shall have the respective meanings set forth in the Participation Agreement); and

WHEREAS, the Lease provides for the transfer of all the Lessor's right, title and interest in and to the Covered Hopper Cars listed on Exhibit A attached hereto and incorporated herein by reference (the "Terminated Equipment") and for the termination of the Lease with respect to the Terminated Equipment should Lessee exercise its purchase option in accordance with Section 4(c)(ii)(A) of the Lease, as supplemented by Lease and Indenture Supplement No. 4 dated as of December 29, 2004 ("Lease and Indenture Supplement No. 4");

WHEREAS, the Lessee provided notice to Lessor and Indenture Trustee dated April 2, 2013 of its election to purchase the Terminated Equipment in accordance with Sections 4(c) of the Lease, as supplemented by Lease and Indenture Supplement No. 4, and on the date hereof has paid the purchase price for each unit of Terminated Equipment in full; and

WHEREAS, the Indenture provides for the transfer of all of the Indenture Trustee's right, title and interest in and to the Terminated Equipment to the Owner Trustee and the release of such Terminated Equipment from the Lien of the Indenture, and the Lease provides for the termination of the Lease with respect to such Terminated Equipment and the transfer of the Lessor's right, title and interest in and to such Terminated Equipment to the Lessee, in each case if the Lessee has paid the purchase price for each unit of Terminated Equipment and all other amounts payable applicable to such Terminated Equipment and needed to effect the redemption of the Equipment Notes related thereto.

NOW THEREFORE, in consideration of the premises and for good and sufficient consideration, the parties hereto hereby agree as follows:

1. The Lien of the Indenture with respect to the Terminated Equipment is hereby released and canceled, and the Indenture Trustee does hereby grant, bargain, sell, transfer and convey unto the Owner Trustee all of its right, title and interest in and to the Terminated Equipment, free and clear of all liens, security interests and other encumbrances created in or retained by it under the Indenture, to have and to hold all and singular the Terminated Equipment unto the Owner Trustee, its successors and assigns forever.

2. The Lessor does hereby grant, bargain, sell, transfer and convey unto the Lessee, all of its right, title and interest in and to the Terminated Equipment, "as is, where is," free and clear of all right, title and interest of Lessor and Owner Encumbrances, but without any representation, recourse or warranty on the part of Lessor, to have and to hold all and singular the Terminated Equipment unto the Lessee, its successors and assigns forever.

3. The Lease is hereby terminated and canceled solely with respect to the Terminated Equipment, except that the Lessee shall continue to be liable for any and all obligations of the Lessee under the Lease which, by the terms of the Lease, are to survive such termination, including without limitation, liabilities for indemnification obligations on account of acts, omissions and events occurring prior to the date hereof.

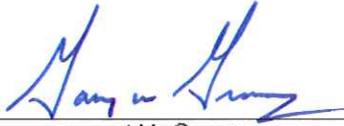
4. Except as amended hereby, the Lease and the Indenture are hereby confirmed and ratified and shall continue in full force and effect.

5. This document 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.

6. 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 or deposit, 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 Terminated Equipment.

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

THE BANK OF NEW YORK MELLON TRUST  
COMPANY, N.A.,  
not in its individual capacity but solely as Owner Trustee,  
as the Owner Trustee and the Lessor

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

WILMINGTON TRUST COMPANY,  
as Indenture Trustee

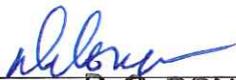
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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: \_\_\_\_\_  
Title: \_\_\_\_\_

THE BANK OF NEW YORK MELLON TRUST  
COMPANY, N.A.,  
not in its individual capacity but solely as Owner Trustee,  
as the Owner Trustee and the Lessor

By:  \_\_\_\_\_  
Name: **D. G. DONOVAN**  
Title: **VICE PRESIDENT**

WILMINGTON TRUST COMPANY,  
as Indenture Trustee

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

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: \_\_\_\_\_  
Title: \_\_\_\_\_

THE BANK OF NEW YORK MELLON TRUST  
COMPANY, N.A.,  
not in its individual capacity but solely as Owner Trustee,  
as the Owner Trustee and the Lessor

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

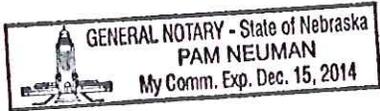
WILMINGTON TRUST COMPANY,  
as Indenture Trustee

By:  \_\_\_\_\_  
Name: Mark H. Brzoska  
Title: Assistant Vice President

State of Nebraska )  
 )  
County of Douglas ) ss

On this 19th day of September, 2013, 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 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

State of )  
 )  
County of ) ss

On this \_\_\_\_\_ day of September, 2013, before me, a notary public, personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn says that he or she is the \_\_\_\_\_ of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he or she 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 )  
 )  
County of ) ss

On this \_\_\_\_\_ day of \_\_\_\_\_, 2013, before me, a notary public, personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn says that he or she is the \_\_\_\_\_ of WILMINGTON TRUST COMPANY and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he or she 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 September, 2013, before me, a notary public, personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn says that he is the \_\_\_\_\_ of UNION PACIFIC RAILROAD 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:

State of IL )  
 )  
County of Cook ) ss

On this 19th day of September, 2013, before me, a notary public, personally appeared D. G. DONOVAN to me personally known, who being by me duly sworn says that he or she is the VICE PRESIDENT of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he or she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



*Peggy L Bailey*  
\_\_\_\_\_  
Notary Public  
My Commission Expires

State of )  
 )  
County of ) ss

On this \_\_\_\_\_ day of \_\_\_\_\_, 2013, before me, a notary public, personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn says that he or she is the \_\_\_\_\_ of WILMINGTON TRUST COMPANY and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he or she 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 September, 2013, before me, a notary public, personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn says that he is the \_\_\_\_\_ of UNION PACIFIC RAILROAD 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:

State of )  
 )  
County of ) ss

On this \_\_\_\_\_ day of September, 2013, before me, a notary public, personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn says that he or she is the \_\_\_\_\_ of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he or she 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 )  
 )  
County of ) ss

On this 19 day of September, 2013, before me, a notary public, personally appeared Mark H. Brzoska ~~Assistant Vice President~~, to me personally known, who being by me duly sworn says that he or she is the \_\_\_\_\_ of WILMINGTON TRUST COMPANY and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he or she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)



Ramona L. Ringgold  
Notary Public

My Commission Expires

4 RAMONA L. RINGGOLD  
NOTARY PUBLIC  
STATE OF DELAWARE  
My Commission Expires 10-06-2013

**Exhibit A**  
**SCHEDULE OF TERMINATED EQUIPMENT**

1,099 Covered Hopper Cars bearing the following road marks and numbers:

Count	Current Initial	Current Number	Count	Current Initial	Current Number	Count	Current Initial	Current Number
1	UP	87221	31	UP	87202	61	UP	87234
2	UP	87236	32	UP	87203	62	UP	87235
3	UP	87244	33	UP	87204	63	UP	87237
4	UP	87299	34	UP	87205	64	UP	87238
5	UP	87315	35	UP	87206	65	UP	87239
6	UP	87363	36	UP	87207	66	UP	87240
7	UP	87364	37	UP	87208	67	UP	87241
8	UP	87365	38	UP	87209	68	UP	87242
9	UP	87400	39	UP	87210	69	UP	87243
10	UP	87403	40	UP	87211	70	UP	87245
11	UP	87485	41	UP	87213	71	UP	87246
12	UP	87491	42	UP	87214	72	UP	87247
13	UP	87628	43	UP	87215	73	UP	87248
14	UP	87634	44	UP	87216	74	UP	87249
15	UP	87650	45	UP	87217	75	UP	87250
16	UP	87700	46	UP	87218	76	UP	87251
17	UP	87787	47	UP	87219	77	UP	87252
18	UP	87816	48	UP	87220	78	UP	87253
19	UP	87832	49	UP	87222	79	UP	87255
20	UP	87851	50	UP	87223	80	UP	87257
21	UP	87860	51	UP	87224	81	UP	87258
22	UP	87875	52	UP	87225	82	UP	87259
23	UP	87880	53	UP	87226	83	UP	87260
24	UP	87911	54	UP	87227	84	UP	87261
25	UP	87943	55	UP	87228	85	UP	87262
26	UP	87986	56	UP	87229	86	UP	87263
27	UP	88106	57	UP	87230	87	UP	87264
28	UP	88139	58	UP	87231	88	UP	87265
29	UP	87200	59	UP	87232	89	UP	87266
30	UP	87201	60	UP	87233	90	UP	87267

Count	Current Initial	Current Number	Count	Current Initial	Current Number	Count	Current Initial	Current Number
91	UP	87268	121	UP	87298	151	UP	87331
92	UP	87269	122	UP	87300	152	UP	87332
93	UP	87270	123	UP	87302	153	UP	87333
94	UP	87271	124	UP	87303	154	UP	87334
95	UP	87272	125	UP	87304	155	UP	87335
96	UP	87273	126	UP	87305	156	UP	87336
97	UP	87274	127	UP	87306	157	UP	87337
98	UP	87275	128	UP	87307	158	UP	87338
99	UP	87276	129	UP	87308	159	UP	87339
100	UP	87277	130	UP	87309	160	UP	87340
101	UP	87278	131	UP	87310	161	UP	87341
102	UP	87279	132	UP	87311	162	UP	87343
103	UP	87280	133	UP	87312	163	UP	87344
104	UP	87281	134	UP	87313	164	UP	87345
105	UP	87282	135	UP	87314	165	UP	87346
106	UP	87283	136	UP	87316	166	UP	87347
107	UP	87284	137	UP	87317	167	UP	87348
108	UP	87285	138	UP	87318	168	UP	87349
109	UP	87286	139	UP	87319	169	UP	87350
110	UP	87287	140	UP	87320	170	UP	87351
111	UP	87288	141	UP	87321	171	UP	87352
112	UP	87289	142	UP	87322	172	UP	87353
113	UP	87290	143	UP	87323	173	UP	87354
114	UP	87291	144	UP	87324	174	UP	87355
115	UP	87292	145	UP	87325	175	UP	87356
116	UP	87293	146	UP	87326	176	UP	87357
117	UP	87294	147	UP	87327	177	UP	87358
118	UP	87295	148	UP	87328	178	UP	87359
119	UP	87296	149	UP	87329	179	UP	87360
120	UP	87297	150	UP	87330	180	UP	87361

Count	Current Initial	Current Number	Count	Current Initial	Current Number	Count	Current Initial	Current Number
181	UP	87362	211	UP	87395	241	UP	87429
182	UP	87366	212	UP	87396	242	UP	87430
183	UP	87367	213	UP	87397	243	UP	87431
184	UP	87368	214	UP	87398	244	UP	87432
185	UP	87369	215	UP	87399	245	UP	87433
186	UP	87370	216	UP	87401	246	UP	87434
187	UP	87371	217	UP	87402	247	UP	87435
188	UP	87372	218	UP	87404	248	UP	87436
189	UP	87373	219	UP	87405	249	UP	87437
190	UP	87374	220	UP	87406	250	UP	87438
191	UP	87375	221	UP	87407	251	UP	87439
192	UP	87376	222	UP	87408	252	UP	87440
193	UP	87377	223	UP	87409	253	UP	87441
194	UP	87378	224	UP	87410	254	UP	87442
195	UP	87379	225	UP	87411	255	UP	87443
196	UP	87380	226	UP	87412	256	UP	87444
197	UP	87381	227	UP	87413	257	UP	87445
198	UP	87382	228	UP	87415	258	UP	87446
199	UP	87383	229	UP	87416	259	UP	87447
200	UP	87384	230	UP	87417	260	UP	87448
201	UP	87385	231	UP	87419	261	UP	87449
202	UP	87386	232	UP	87420	262	UP	87450
203	UP	87387	233	UP	87421	263	UP	87451
204	UP	87388	234	UP	87422	264	UP	87452
205	UP	87389	235	UP	87423	265	UP	87453
206	UP	87390	236	UP	87424	266	UP	87454
207	UP	87391	237	UP	87425	267	UP	87455
208	UP	87392	238	UP	87426	268	UP	87456
209	UP	87393	239	UP	87427	269	UP	87458
210	UP	87394	240	UP	87428	270	UP	87459

Count	Current Initial	Current Number	Count	Current Initial	Current Number	Count	Current Initial	Current Number
271	UP	87460	301	UP	87494	331	UP	87525
272	UP	87461	302	UP	87495	332	UP	87526
273	UP	87462	303	UP	87496	333	UP	87527
274	UP	87463	304	UP	87497	334	UP	87528
275	UP	87465	305	UP	87499	335	UP	87529
276	UP	87466	306	UP	87500	336	UP	87530
277	UP	87467	307	UP	87501	337	UP	87531
278	UP	87468	308	UP	87502	338	UP	87532
279	UP	87469	309	UP	87503	339	UP	87533
280	UP	87470	310	UP	87504	340	UP	87534
281	UP	87471	311	UP	87505	341	UP	87535
282	UP	87473	312	UP	87506	342	UP	87536
283	UP	87474	313	UP	87507	343	UP	87537
284	UP	87475	314	UP	87508	344	UP	87538
285	UP	87476	315	UP	87509	345	UP	87539
286	UP	87477	316	UP	87510	346	UP	87540
287	UP	87478	317	UP	87511	347	UP	87541
288	UP	87479	318	UP	87512	348	UP	87542
289	UP	87480	319	UP	87513	349	UP	87544
290	UP	87481	320	UP	87514	350	UP	87545
291	UP	87482	321	UP	87515	351	UP	87546
292	UP	87483	322	UP	87516	352	UP	87547
293	UP	87484	323	UP	87517	353	UP	87548
294	UP	87486	324	UP	87518	354	UP	87549
295	UP	87487	325	UP	87519	355	UP	87550
296	UP	87488	326	UP	87520	356	UP	87551
297	UP	87489	327	UP	87521	357	UP	87552
298	UP	87490	328	UP	87522	358	UP	87553
299	UP	87492	329	UP	87523	359	UP	87554
300	UP	87493	330	UP	87524	360	UP	87555

Count	Current Initial	Current Number	Count	Current Initial	Current Number	Count	Current Initial	Current Number
361	UP	87556	391	UP	87589	421	UP	87619
362	UP	87558	392	UP	87590	422	UP	87620
363	UP	87559	393	UP	87591	423	UP	87621
364	UP	87560	394	UP	87592	424	UP	87622
365	UP	87561	395	UP	87593	425	UP	87623
366	UP	87562	396	UP	87594	426	UP	87624
367	UP	87563	397	UP	87595	427	UP	87625
368	UP	87564	398	UP	87596	428	UP	87626
369	UP	87565	399	UP	87597	429	UP	87627
370	UP	87566	400	UP	87598	430	UP	87629
371	UP	87567	401	UP	87599	431	UP	87630
372	UP	87568	402	UP	87600	432	UP	87631
373	UP	87569	403	UP	87601	433	UP	87632
374	UP	87570	404	UP	87602	434	UP	87633
375	UP	87571	405	UP	87603	435	UP	87635
376	UP	87572	406	UP	87604	436	UP	87636
377	UP	87573	407	UP	87605	437	UP	87637
378	UP	87574	408	UP	87606	438	UP	87638
379	UP	87576	409	UP	87607	439	UP	87639
380	UP	87577	410	UP	87608	440	UP	87640
381	UP	87579	411	UP	87609	441	UP	87641
382	UP	87580	412	UP	87610	442	UP	87642
383	UP	87581	413	UP	87611	443	UP	87643
384	UP	87582	414	UP	87612	444	UP	87644
385	UP	87583	415	UP	87613	445	UP	87645
386	UP	87584	416	UP	87614	446	UP	87646
387	UP	87585	417	UP	87615	447	UP	87647
388	UP	87586	418	UP	87616	448	UP	87648
389	UP	87587	419	UP	87617	449	UP	87649
390	UP	87588	420	UP	87618	450	UP	87651

Count	Current Initial	Current Number	Count	Current Initial	Current Number	Count	Current Initial	Current Number
451	UP	87652	481	UP	87684	511	UP	87717
452	UP	87653	482	UP	87685	512	UP	87718
453	UP	87654	483	UP	87687	513	UP	87719
454	UP	87655	484	UP	87688	514	UP	87720
455	UP	87656	485	UP	87689	515	UP	87721
456	UP	87657	486	UP	87690	516	UP	87722
457	UP	87659	487	UP	87691	517	UP	87723
458	UP	87660	488	UP	87692	518	UP	87724
459	UP	87661	489	UP	87693	519	UP	87725
460	UP	87662	490	UP	87694	520	UP	87726
461	UP	87663	491	UP	87695	521	UP	87727
462	UP	87664	492	UP	87696	522	UP	87728
463	UP	87665	493	UP	87697	523	UP	87729
464	UP	87666	494	UP	87698	524	UP	87730
465	UP	87667	495	UP	87699	525	UP	87731
466	UP	87668	496	UP	87701	526	UP	87732
467	UP	87669	497	UP	87702	527	UP	87734
468	UP	87670	498	UP	87703	528	UP	87735
469	UP	87671	499	UP	87704	529	UP	87736
470	UP	87672	500	UP	87705	530	UP	87737
471	UP	87673	501	UP	87706	531	UP	87738
472	UP	87674	502	UP	87707	532	UP	87739
473	UP	87675	503	UP	87708	533	UP	87740
474	UP	87676	504	UP	87709	534	UP	87741
475	UP	87677	505	UP	87710	535	UP	87742
476	UP	87678	506	UP	87712	536	UP	87743
477	UP	87679	507	UP	87713	537	UP	87745
478	UP	87680	508	UP	87714	538	UP	87746
479	UP	87681	509	UP	87715	539	UP	87747
480	UP	87682	510	UP	87716	540	UP	87748

Count	Current Initial	Current Number	Count	Current Initial	Current Number	Count	Current Initial	Current Number
541	UP	87749	571	UP	87780	601	UP	87813
542	UP	87750	572	UP	87781	602	UP	87814
543	UP	87751	573	UP	87782	603	UP	87815
544	UP	87752	574	UP	87783	604	UP	87817
545	UP	87753	575	UP	87784	605	UP	87818
546	UP	87754	576	UP	87785	606	UP	87819
547	UP	87755	577	UP	87786	607	UP	87820
548	UP	87756	578	UP	87789	608	UP	87821
549	UP	87757	579	UP	87790	609	UP	87822
550	UP	87758	580	UP	87791	610	UP	87823
551	UP	87759	581	UP	87792	611	UP	87824
552	UP	87760	582	UP	87793	612	UP	87825
553	UP	87761	583	UP	87794	613	UP	87826
554	UP	87762	584	UP	87795	614	UP	87827
555	UP	87763	585	UP	87796	615	UP	87828
556	UP	87764	586	UP	87797	616	UP	87829
557	UP	87765	587	UP	87798	617	UP	87830
558	UP	87766	588	UP	87799	618	UP	87831
559	UP	87768	589	UP	87800	619	UP	87833
560	UP	87769	590	UP	87801	620	UP	87834
561	UP	87770	591	UP	87803	621	UP	87835
562	UP	87771	592	UP	87804	622	UP	87836
563	UP	87772	593	UP	87805	623	UP	87837
564	UP	87773	594	UP	87806	624	UP	87838
565	UP	87774	595	UP	87807	625	UP	87839
566	UP	87775	596	UP	87808	626	UP	87840
567	UP	87776	597	UP	87809	627	UP	87841
568	UP	87777	598	UP	87810	628	UP	87842
569	UP	87778	599	UP	87811	629	UP	87843
570	UP	87779	600	UP	87812	630	UP	87844

Count	Current Initial	Current Number	Count	Current Initial	Current Number	Count	Current Initial	Current Number
631	UP	87845	661	UP	87879	691	UP	87912
632	UP	87846	662	UP	87881	692	UP	87913
633	UP	87847	663	UP	87882	693	UP	87914
634	UP	87848	664	UP	87883	694	UP	87915
635	UP	87850	665	UP	87884	695	UP	87916
636	UP	87852	666	UP	87885	696	UP	87917
637	UP	87853	667	UP	87886	697	UP	87918
638	UP	87854	668	UP	87887	698	UP	87919
639	UP	87855	669	UP	87888	699	UP	87920
640	UP	87856	670	UP	87889	700	UP	87921
641	UP	87857	671	UP	87890	701	UP	87922
642	UP	87858	672	UP	87891	702	UP	87923
643	UP	87859	673	UP	87893	703	UP	87924
644	UP	87861	674	UP	87894	704	UP	87925
645	UP	87862	675	UP	87895	705	UP	87926
646	UP	87863	676	UP	87896	706	UP	87927
647	UP	87864	677	UP	87897	707	UP	87928
648	UP	87865	678	UP	87898	708	UP	87929
649	UP	87866	679	UP	87899	709	UP	87930
650	UP	87867	680	UP	87900	710	UP	87931
651	UP	87868	681	UP	87901	711	UP	87932
652	UP	87869	682	UP	87902	712	UP	87933
653	UP	87870	683	UP	87903	713	UP	87934
654	UP	87871	684	UP	87904	714	UP	87935
655	UP	87872	685	UP	87905	715	UP	87936
656	UP	87873	686	UP	87906	716	UP	87938
657	UP	87874	687	UP	87907	717	UP	87939
658	UP	87876	688	UP	87908	718	UP	87940
659	UP	87877	689	UP	87909	719	UP	87941
660	UP	87878	690	UP	87910	720	UP	87942

Count	Current Initial	Current Number	Count	Current Initial	Current Number	Count	Current Initial	Current Number
721	UP	87944	751	UP	87975	781	UP	88006
722	UP	87945	752	UP	87976	782	UP	88007
723	UP	87946	753	UP	87977	783	UP	88008
724	UP	87947	754	UP	87978	784	UP	88009
725	UP	87948	755	UP	87979	785	UP	88010
726	UP	87949	756	UP	87980	786	UP	88011
727	UP	87950	757	UP	87981	787	UP	88012
728	UP	87951	758	UP	87982	788	UP	88013
729	UP	87953	759	UP	87983	789	UP	88014
730	UP	87954	760	UP	87984	790	UP	88015
731	UP	87955	761	UP	87985	791	UP	88016
732	UP	87956	762	UP	87987	792	UP	88017
733	UP	87957	763	UP	87988	793	UP	88018
734	UP	87958	764	UP	87989	794	UP	88019
735	UP	87959	765	UP	87990	795	UP	88020
736	UP	87960	766	UP	87991	796	UP	88021
737	UP	87961	767	UP	87992	797	UP	88022
738	UP	87962	768	UP	87993	798	UP	88023
739	UP	87963	769	UP	87994	799	UP	88024
740	UP	87964	770	UP	87995	800	UP	88025
741	UP	87965	771	UP	87996	801	UP	88026
742	UP	87966	772	UP	87997	802	UP	88027
743	UP	87967	773	UP	87998	803	UP	88028
744	UP	87968	774	UP	87999	804	UP	88029
745	UP	87969	775	UP	88000	805	UP	88030
746	UP	87970	776	UP	88001	806	UP	88031
747	UP	87971	777	UP	88002	807	UP	88032
748	UP	87972	778	UP	88003	808	UP	88033
749	UP	87973	779	UP	88004	809	UP	88034
750	UP	87974	780	UP	88005	810	UP	88035

Count	Current Initial	Current Number	Count	Current Initial	Current Number	Count	Current Initial	Current Number
811	UP	88036	841	UP	88070	871	UP	88102
812	UP	88038	842	UP	88071	872	UP	88103
813	UP	88039	843	UP	88072	873	UP	88104
814	UP	88040	844	UP	88073	874	UP	88105
815	UP	88041	845	UP	88074	875	UP	88107
816	UP	88042	846	UP	88075	876	UP	88108
817	UP	88043	847	UP	88076	877	UP	88109
818	UP	88045	848	UP	88078	878	UP	88110
819	UP	88046	849	UP	88079	879	UP	88111
820	UP	88047	850	UP	88080	880	UP	88112
821	UP	88048	851	UP	88081	881	UP	88113
822	UP	88049	852	UP	88082	882	UP	88114
823	UP	88050	853	UP	88083	883	UP	88115
824	UP	88052	854	UP	88084	884	UP	88116
825	UP	88053	855	UP	88085	885	UP	88117
826	UP	88054	856	UP	88086	886	UP	88118
827	UP	88055	857	UP	88087	887	UP	88119
828	UP	88056	858	UP	88088	888	UP	88120
829	UP	88057	859	UP	88089	889	UP	88121
830	UP	88058	860	UP	88090	890	UP	88122
831	UP	88059	861	UP	88091	891	UP	88123
832	UP	88060	862	UP	88092	892	UP	88124
833	UP	88061	863	UP	88093	893	UP	88125
834	UP	88062	864	UP	88094	894	UP	88126
835	UP	88063	865	UP	88095	895	UP	88128
836	UP	88065	866	UP	88096	896	UP	88129
837	UP	88066	867	UP	88098	897	UP	88130
838	UP	88067	868	UP	88099	898	UP	88131
839	UP	88068	869	UP	88100	899	UP	88133
840	UP	88069	870	UP	88101	900	UP	88134

Count	Current Initial	Current Number	Count	Current Initial	Current Number	Count	Current Initial	Current Number
901	UP	88135	931	UP	88168	961	UP	88203
902	UP	88136	932	UP	88169	962	UP	88204
903	UP	88137	933	UP	88170	963	UP	88205
904	UP	88138	934	UP	88171	964	UP	88206
905	UP	88140	935	UP	88172	965	UP	88207
906	UP	88141	936	UP	88173	966	UP	88209
907	UP	88142	937	UP	88174	967	UP	88210
908	UP	88143	938	UP	88175	968	UP	88211
909	UP	88144	939	UP	88176	969	UP	88212
910	UP	88145	940	UP	88177	970	UP	88213
911	UP	88146	941	UP	88179	971	UP	88214
912	UP	88147	942	UP	88180	972	UP	88215
913	UP	88149	943	UP	88181	973	UP	88216
914	UP	88150	944	UP	88182	974	UP	88218
915	UP	88152	945	UP	88183	975	UP	88219
916	UP	88153	946	UP	88186	976	UP	88220
917	UP	88154	947	UP	88187	977	UP	88221
918	UP	88155	948	UP	88188	978	UP	88222
919	UP	88156	949	UP	88190	979	UP	88223
920	UP	88157	950	UP	88191	980	UP	88224
921	UP	88158	951	UP	88192	981	UP	88225
922	UP	88159	952	UP	88193	982	UP	88226
923	UP	88160	953	UP	88195	983	UP	88227
924	UP	88161	954	UP	88196	984	UP	88228
925	UP	88162	955	UP	88197	985	UP	88229
926	UP	88163	956	UP	88198	986	UP	88230
927	UP	88164	957	UP	88199	987	UP	88231
928	UP	88165	958	UP	88200	988	UP	88232
929	UP	88166	959	UP	88201	989	UP	88233
930	UP	88167	960	UP	88202	990	UP	88234

Count	Current Initial	Current Number	Count	Current Initial	Current Number	Count	Current Initial	Current Number
991	UP	88235	1021	UP	88265	1051	UP	88298
992	UP	88236	1022	UP	88266	1052	UP	88299
993	UP	88237	1023	UP	88267	1053	UP	88300
994	UP	88238	1024	UP	88268	1054	UP	88301
995	UP	88239	1025	UP	88269	1055	UP	88302
996	UP	88240	1026	UP	88271	1056	UP	88303
997	UP	88241	1027	UP	88272	1057	UP	88304
998	UP	88242	1028	UP	88273	1058	UP	88305
999	UP	88243	1029	UP	88274	1059	UP	88306
1000	UP	88244	1030	UP	88275	1060	UP	88308
1001	UP	88245	1031	UP	88276	1061	UP	88310
1002	UP	88246	1032	UP	88277	1062	UP	88311
1003	UP	88247	1033	UP	88280	1063	UP	88312
1004	UP	88248	1034	UP	88281	1064	UP	88313
1005	UP	88249	1035	UP	88282	1065	UP	88314
1006	UP	88250	1036	UP	88283	1066	UP	88315
1007	UP	88251	1037	UP	88284	1067	UP	88316
1008	UP	88252	1038	UP	88285	1068	UP	88317
1009	UP	88253	1039	UP	88286	1069	UP	88318
1010	UP	88254	1040	UP	88287	1070	UP	88319
1011	UP	88255	1041	UP	88288	1071	UP	88320
1012	UP	88256	1042	UP	88289	1072	UP	88321
1013	UP	88257	1043	UP	88290	1073	UP	88322
1014	UP	88258	1044	UP	88291	1074	UP	88323
1015	UP	88259	1045	UP	88292	1075	UP	88324
1016	UP	88260	1046	UP	88293	1076	UP	88325
1017	UP	88261	1047	UP	88294	1077	UP	88326
1018	UP	88262	1048	UP	88295	1078	UP	88327
1019	UP	88263	1049	UP	88296	1079	UP	88328
1020	UP	88264	1050	UP	88297	1080	UP	88329

<b>Count</b>	<b>Current Initial</b>	<b>Current Number</b>
1081	UP	88330
1082	UP	88331
1083	UP	88332
1084	UP	88333
1085	UP	88334
1086	UP	88335
1087	UP	88336
1088	UP	88337
1089	UP	88338
1090	UP	88339
1091	UP	88340
1092	UP	88342
1093	UP	88343
1094	UP	88344
1095	UP	88345
1096	UP	88346
1097	UP	88347
1098	UP	88348
1099	UP	88349

**Exhibit B**

ORIGINAL SURFACE TRANSPORTATION BOARD FILINGS

<u>Description</u>	<u>Date Filed</u>	<u>Recordation Number</u>
Indenture and Security Agreement, dated September 15, 1993	September 30, 1993	18420
Lease and Indenture Supplement No. 1, dated September 30, 1993	September 30, 1993	18420-A
Indenture Supplement No. 2, dated November 30, 1993	November 30, 1993	18420-B
Lease and Indenture Supplement No. 3, dated December 30, 1993	December 30, 1993	18420-C
Memorandum of Lease and Indenture Supplement No. 4, dated December 29, 2004	December 23, 2004	18420-D
Memorandum of Lease Agreement dated September 15, 1993	September 30, 1993	18421
Lease Supplement No. 1, dated September 30, 1993	September 30, 1993	18421-A
Lease Supplement No. 2, dated November 30, 1993	November 30, 1993	18421-B
Lease and Indenture Supplement No. 3, dated December 30, 1993	December 30, 1993	18421-C
Memorandum of Lease and Indenture Supplement No. 4, dated December 29, 2004	December 23, 2004	18421-D

**Exhibit B (continued)**

ORIGINAL REGISTRAR GENERAL OF CANADA FILINGS

<u>Description</u>	<u>Date Filed</u>	<u>Document Key</u>
Indenture and Security Agreement, dated September 15, 1993	October 1, 1993	9775
Lease and Indenture Supplement No. 1, dated September 30, 1993	October 1, 1993	9773
Indenture Supplement No. 2, dated November 30, 1993	November 30, 1993	9770
Lease and Indenture Supplement No. 3, dated December 30, 1993	December 30, 1993	9769
Memorandum of Lease and Indenture Supplement No. 4, dated December 29, 2004	December 23, 2004	9774
Lease Agreement dated September 15, 1993	October 1, 1993	9771
Lease Supplement No. 2, dated November 30, 1993	November 30, 1993	16232

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: 9/30/17

Edward M Luria  
Edward M. Luria