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September 28, 2010

**Via E-Filing**

Surface Transportation Board  
395 "E" Street, S.W.  
Washington, D.C. 20423-0001

Dear Sir or Madam:

Enclosed for electronic filing and recordation with the Surface Transportation Board (the "STB") pursuant to the provisions of 49 U.S.C. Section 11301(a) is an executed copy of the Termination of Lease dated as of September 28, 2010 (the "Termination") by Citibank, N.A., attorney-in-fact for Citicorp Leasing, Inc. ("Lessor"). The Termination is a secondary document as defined in the STB's Rules for the Recordation of Documents (the "STB's Rules") and relates to (i) that certain Master Leasing Agreement (the "Master Lease") dated as of December 1, 1983 between BLC Corporation, as lessor (to which Lessor is the successor in interest) and Southern Pacific Transportation Company, as lessee (to which Union Pacific Railroad Company is the successor by merger) ("Lessee"), which was filed with the Interstate Commerce Commission (predecessor to the STB) on December 23, 1983 and assigned recordation number 14229-A, which Master Lease is a primary document as defined in the STB's Rules, and (ii) that certain Memorandum of Lease Agreement dated as of April 24, 1996 (the "Memorandum") between BLC Corporation, as lessor (to which Lessor is the successor lessor), and Southern Pacific Transportation Company, as lessee (to which Lessee is the successor lessee), which was filed with the STB on May 3, 1996 and assigned recordation number 14229-DD, which Amendment is a secondary document as defined in the STB's Rules.

The equipment covered by the enclosed Termination is: 93 100-ton gondola railcars bearing the road marks and numbers set forth on Exhibit A to the Termination.

The name and address of the party to the enclosed Termination is:

Lessor:	Citibank, N.A. 388 Greenwich Street New York, NY 10013
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The required recordation fee of \$41.00 is being paid to the STB by charge to our firm account.

Kindly return a file-stamped copy of the Termination and this letter to Susan G. Lichtenfeld at DLA Piper LLP (US), 203 North LaSalle Street, Suite 1900, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Secondary Document to be Recorded

Termination of Lease dated as of September 28, 2010 by Citibank, N.A., attorney-in-fact for Citicorp Leasing, Inc.

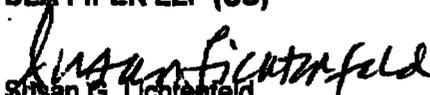
Documents to Which the Secondary Document to be Recorded Relates

Master Leasing Agreement dated as of December 1, 1983 between BLC Corporation, as lessor, and Southern Pacific Transportation Company, as lessee, which was filed with the Interstate Commerce Commission on December 23, 1983 and assigned recordation number 14229-A.

Memorandum of Lease Agreement dated as of April 24, 1996 between BLC Corporation, as lessor, and Southern Pacific Transportation Company, as lessee, which was filed with the Surface Transportation Board on May 3, 1996 and assigned recordation number 14229-DD.

Sincerely,

DLA PIPER LLP (US)

  
Susan G. Lichtenfeld

SGL/rc  
Enclosure

TERMINATION OF LEASE <sup>SEP 28 '10</sup> -3 2 8 PM

Reference is made to the following documents:

~~SURFACE TRANSPORTATION BOARD~~

- (i) Master Leasing Agreement (the "Master Lease") dated as of December 1, 1983 between BLC Corporation, as lessor ("BLC"), and Southern Pacific Transportation Company, as lessee ("SP");
- (ii) The following Riders to the Master Lease, each between BLC and SP: Rider No. 1 dated as of January 1, 1985, Rider No. 2 dated as of February 1, 1986, Rider No. 3 dated as of July 1, 1986, Rider No. 4 dated as of February 1, 1992, Rider No. 5 dated as of August 1, 1992, and Rider No. 6 dated as of September 1, 1993 (collectively, the "Riders");
- (iii) Amendment No. 1 to Master Lease dated as of July 1, 1995 between BLC and SP (the "Amendment");
- (iv) Lease Extension Agreement dated as of August 1, 2000 between BLC and Union Pacific Transportation Company ("UP"), as successor to SP (the "First Extension"); and
- (v) Second Lease Extension Agreement dated as of August 1, 2005 between BLC and UP (the "Second Extension").

The Master Lease as supplemented and amended by the Riders, the Amendment, the First Extension and the Second Extension is hereinafter referred to as the "Lease".

BLC was previously merged into Citicorp Leasing, Inc. and Citibank, N.A., a national association, is attorney-in-fact for Citicorp Leasing, Inc.

The 93 100-ton gondola railcars described Exhibit A hereto (the "Cars") are the only equipment remaining subject to the Lease.

The Master Lease was duly filed and recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on December 23, 1983 under Recordation Number 14229-A, and a Memorandum of Lease Agreement dated as of April 24, 1996 between BLC and SP, and relating to the Amendment, was duly filed and recorded with the Surface Transportation Board on May 3, 1996 under Recordation Number 14229-DD.

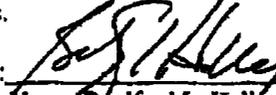
This Termination of Lease acknowledges for the public record that the Lease has terminated.

This Termination of Lease shall not impair or terminate any of the rights and obligations of the parties under the Lease that by the terms of the Lease survive its termination, including without limitation the UP's indemnification obligations, rental obligations, holdover rental obligations and return obligations.

Dated this 28th day of September, 2010.

*I certify that I hold the title set forth below, that this instrument was signed on behalf of Citibank, N.A. my authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Citibank, N.A. I further declare under penalty of perjury that the foregoing is true and correct.*

CITIBANK, N.A., attorney-in-fact for Citicorp Leasing, Inc.

By:   
Name: Bradford L. Holley  
Title: Vice President

## EXHIBIT A

93 100-ton gondola railcars bearing the following road marks and numbers (in two groups, one of which contains 43 railcars and the other of which contains 50 railcars):

**43 railcars:**

1	SP	339101
2	SP	339105
3	SP	339113
4	SP	339115
5	SP	339116
6	SP	339117
7	SP	339119
8	SP	339120
9	SP	339121
10	SP	339123
11	SP	339124
12	SP	339126
13	SP	339130
14	SP	339132
15	SP	339136
16	SP	339140
17	SP	339143
18	SP	339144
19	SP	339145
20	SP	339147
21	SP	339148
22	SP	339149
23	SP	339153
24	SP	339156
25	SP	339157
26	SP	339158
27	SP	339160
28	SP	339161
29	SP	339162
30	SP	339163
31	SP	339164
32	SP	339166
33	SP	339171
34	SP	339173
35	SP	339174
36	SP	339178
37	SP	339179
38	SP	339181
39	SP	339182
40	SP	339183
41	SP	339191
42	SP	339199
43	SP	339200

50 railcars:

- 1 SP 339102
- 2 SP 339103
- 3 SP 339104
- 4 SP 339106
- 5 SP 339108
- 6 SP 339109
- 7 SP 339110
- 8 SP 339111
- 9 SP 339114
- 10 SP 339118
- 11 SP 339122
- 12 SP 339125
- 13 SP 339127
- 14 SP 339128
- 15 SP 339129
- 16 SP 339131
- 17 SP 339133
- 18 SP 339134
- 19 SP 339137
- 20 SP 339139
- 21 SP 339141
- 22 SP 339142
- 23 SP 339146
- 24 SP 339150
- 25 SP 339151
- 26 SP 339152
- 27 SP 339154
- 28 SP 339155
- 29 SP 339159
- 30 SP 339167
- 31 SP 339168
- 32 SP 339169
- 33 SP 339170
- 34 SP 339172
- 35 SP 339177
- 36 SP 339180
- 37 SP 339184
- 38 SP 339185
- 39 SP 339186
- 40 SP 339187
- 41 SP 339188
- 42 SP 339189
- 43 SP 339190
- 44 SP 339192
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- 47 SP 339195
- 48 SP 339196
- 49 SP 339197
- 50 SP 339198