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PARTIAL TERMINATION OF LEASE, RELEASE OF LIEN AND BILL OF SALE**SURFACE TRANSPORTATION BOARD**

THIS PARTIAL TERMINATION OF LEASE, RELEASE OF LIEN AND BILL OF SALE (the "Agreement") is made and entered into as of January 7, 2013 between U.S. BANK NATIONAL ASSOCIATION (as successor to The First National Bank of Boston) ("US Bank"), not in its individual capacity, but solely as Owner Trustee, as Lessor ("Lessor") and THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A. (as successor to BNY Midwest Trust Company as successor to Harris Trust and Savings Bank), as Indenture Trustee (the "Indenture Trustee").

WHEREAS, Lessor has leased to Union Pacific Railroad Company certain railcars identified on Schedule 1 attached hereto (the "Terminated Equipment") pursuant to that certain Lease Agreement, dated as of June 1, 1994, as more fully identified on Schedule 2 attached hereto (the "Lease"), a copy of which (or evidence thereof) was filed with the Surface Transportation Board (the "STB") and the Registrar General of Canada (the "RGC"), on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule 2 attached hereto (capitalized terms used herein without definition shall have the respective meanings set forth in the Lease); and

WHEREAS, Lessor and Indenture Trustee have entered into an Indenture and Security Agreement, dated as of June 1, 1994, as more fully identified on Schedule 2 attached hereto (the "Indenture"), a copy of which (or evidence thereof) was filed with the STB and the RGC, on such dates, and with respect to the STB, with such recordation numbers, as set forth on Schedule 2 attached hereto.

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

1. The lien of the Indenture with respect to the Terminated Equipment is released and discharged, and the Indenture Trustee does hereby grant, bargain, sell, transfer and convey unto the Lessor 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 Lease with respect to the Terminated Equipment is released and cancelled and Lessor hereby releases all of its right, title and interest in and to the Terminated Equipment and conveys unto First Union Rail Corporation ("FURC") all of Lessor's right, title and interest in and to the Terminated Equipment on an "AS IS," "WHERE IS" BASIS WITHOUT RECOURSE OR WARRANTY OF ANY KIND except that the Terminated Equipment is free and clear of Owner Encumbrances arising by, through or under Lessor or US Bank, to have and to hold all and singular the Terminated Equipment unto FURC, its successors and assigns forever.

3. This instrument is executed upon the express condition that nothing herein shall be construed to release from the lien of the Lease or the Indenture or to impair such lien upon any property subject thereto, except the Terminated Equipment.

4. 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.

5. This Agreement shall be filed with the STB and deposited with the RGC, and upon such filing or deposit, each of the Memoranda described on Schedule 2 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.

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IN WITNESS WHEREOF, the parties have caused this Agreement to be executed as of the first date herein above written.

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

By: *D. G. Donovan*
Name: D. G. DONOVAN
Title: VICE PRESIDENT

STATE OF ILLINOIS)
) ss:
COUNTY OF COOK)

The foregoing Agreement was acknowledged before me, the undersigned Notary Public, in the County of Cook this 23rd day of April, 2013 by D.G. Donovan, as Vice President of The Bank of New York Mellon Trust Company, N.A., not individually but solely as Indenture Trustee.

Notary Public
My commission expires: 2-6-16

[Handwritten Signature]



[Notarial Seal]

Schedule 1
(Terminated Equipment)

Two hundred and forty-eight Open-top Hopper Cars

| | | | | | | | | |
|----|----|--------|----|----|--------|-----|----|--------|
| 1 | UP | 048100 | 41 | UP | 048144 | 81 | UP | 048192 |
| 2 | UP | 048101 | 42 | UP | 048145 | 82 | UP | 048193 |
| 3 | UP | 048102 | 43 | UP | 048146 | 83 | UP | 048195 |
| 4 | UP | 048104 | 44 | UP | 048147 | 84 | UP | 048196 |
| 5 | UP | 048105 | 45 | UP | 048148 | 85 | UP | 048197 |
| 6 | UP | 048107 | 46 | UP | 048149 | 86 | UP | 048198 |
| 7 | UP | 048108 | 47 | UP | 048150 | 87 | UP | 048199 |
| 8 | UP | 048109 | 48 | UP | 048151 | 88 | UP | 048200 |
| 9 | UP | 048110 | 49 | UP | 048152 | 89 | UP | 048202 |
| 10 | UP | 048111 | 50 | UP | 048153 | 90 | UP | 048203 |
| 11 | UP | 048112 | 51 | UP | 048155 | 91 | UP | 048205 |
| 12 | UP | 048113 | 52 | UP | 048156 | 92 | UP | 048206 |
| 13 | UP | 048115 | 53 | UP | 048157 | 93 | UP | 048208 |
| 14 | UP | 048116 | 54 | UP | 048158 | 94 | UP | 048209 |
| 15 | UP | 048117 | 55 | UP | 048159 | 95 | UP | 048210 |
| 16 | UP | 048118 | 56 | UP | 048160 | 96 | UP | 048212 |
| 17 | UP | 048119 | 57 | UP | 048161 | 97 | UP | 048213 |
| 18 | UP | 048120 | 58 | UP | 048163 | 98 | UP | 048214 |
| 19 | UP | 048121 | 59 | UP | 048164 | 99 | UP | 048215 |
| 20 | UP | 048122 | 60 | UP | 048166 | 100 | UP | 048216 |
| 21 | UP | 048123 | 61 | UP | 048167 | 101 | UP | 048217 |
| 22 | UP | 048124 | 62 | UP | 048169 | 102 | UP | 048218 |
| 23 | UP | 048125 | 63 | UP | 048170 | 103 | UP | 048227 |
| 24 | UP | 048126 | 64 | UP | 048171 | 104 | UP | 048228 |
| 25 | UP | 048127 | 65 | UP | 048172 | 105 | UP | 048231 |
| 26 | UP | 048128 | 66 | UP | 048173 | 106 | UP | 048232 |
| 27 | UP | 048129 | 67 | UP | 048174 | 107 | UP | 048238 |
| 28 | UP | 048130 | 68 | UP | 048175 | 108 | UP | 048245 |
| 29 | UP | 048131 | 69 | UP | 048176 | 109 | UP | 048255 |
| 30 | UP | 048132 | 70 | UP | 048177 | 110 | UP | 048263 |
| 31 | UP | 048133 | 71 | UP | 048179 | 111 | UP | 048264 |
| 32 | UP | 048134 | 72 | UP | 048180 | 112 | UP | 048265 |
| 33 | UP | 048135 | 73 | UP | 048182 | 113 | UP | 048267 |
| 34 | UP | 048136 | 74 | UP | 048184 | 114 | UP | 048268 |
| 35 | UP | 048137 | 75 | UP | 048185 | 115 | UP | 048269 |
| 36 | UP | 048138 | 76 | UP | 048186 | 116 | UP | 048270 |
| 37 | UP | 048139 | 77 | UP | 048187 | 117 | UP | 048271 |
| 38 | UP | 048140 | 78 | UP | 048188 | 118 | UP | 048272 |
| 39 | UP | 048141 | 79 | UP | 048189 | 119 | UP | 048274 |
| 40 | UP | 048142 | 80 | UP | 048191 | 120 | UP | 048275 |

| | | | | | | | | |
|-----|----|--------|-----|----|--------|-----|----|--------|
| 121 | UP | 048278 | 164 | UP | 048354 | 07 | UP | 048401 |
| 122 | UP | 048284 | 165 | UP | 048355 | 208 | UP | 048402 |
| 123 | UP | 048287 | 166 | UP | 048356 | 209 | UP | 048403 |
| 124 | UP | 048298 | 167 | UP | 048357 | 210 | UP | 048404 |
| 125 | UP | 048300 | 168 | UP | 048358 | 211 | UP | 048405 |
| 126 | UP | 048303 | 169 | UP | 048359 | 212 | UP | 048406 |
| 127 | UP | 048304 | 170 | UP | 048360 | 213 | UP | 048407 |
| 128 | UP | 048305 | 171 | UP | 048361 | 214 | UP | 048408 |
| 129 | UP | 048306 | 172 | UP | 048362 | 215 | UP | 048409 |
| 130 | UP | 048307 | 173 | UP | 048363 | 216 | UP | 048410 |
| 131 | UP | 048308 | 174 | UP | 048364 | 217 | UP | 048411 |
| 132 | UP | 048309 | 175 | UP | 048365 | 218 | UP | 048412 |
| 133 | UP | 048311 | 176 | UP | 048366 | 219 | UP | 048413 |
| 134 | UP | 048312 | 177 | UP | 048367 | 220 | UP | 048414 |
| 135 | UP | 048315 | 178 | UP | 048368 | 221 | UP | 048415 |
| 136 | UP | 048321 | 179 | UP | 048369 | 222 | UP | 048417 |
| 137 | UP | 048322 | 180 | UP | 048370 | 223 | UP | 048418 |
| 138 | UP | 048324 | 181 | UP | 048371 | 224 | UP | 048419 |
| 139 | UP | 048325 | 182 | UP | 048372 | 225 | UP | 048420 |
| 140 | UP | 048326 | 183 | UP | 048374 | 226 | UP | 048421 |
| 141 | UP | 048327 | 184 | UP | 048375 | 227 | UP | 048422 |
| 142 | UP | 048328 | 185 | UP | 048376 | 228 | UP | 048423 |
| 143 | UP | 048329 | 186 | UP | 048377 | 229 | UP | 048424 |
| 144 | UP | 048330 | 187 | UP | 048379 | 230 | UP | 048425 |
| 145 | UP | 048331 | 188 | UP | 048380 | 231 | UP | 048427 |
| 146 | UP | 048332 | 189 | UP | 048381 | 232 | UP | 048428 |
| 147 | UP | 048333 | 190 | UP | 048382 | 233 | UP | 048429 |
| 148 | UP | 048334 | 191 | UP | 048384 | 234 | UP | 048430 |
| 149 | UP | 048335 | 192 | UP | 048385 | 235 | UP | 048431 |
| 150 | UP | 048336 | 193 | UP | 048386 | 236 | UP | 048432 |
| 151 | UP | 048337 | 194 | UP | 048387 | 237 | UP | 048433 |
| 152 | UP | 048339 | 195 | UP | 048388 | 238 | UP | 048434 |
| 153 | UP | 048340 | 196 | UP | 048389 | 239 | UP | 048435 |
| 154 | UP | 048343 | 197 | UP | 048391 | 240 | UP | 048436 |
| 155 | UP | 048344 | 198 | UP | 048392 | 241 | UP | 048437 |
| 156 | UP | 048345 | 199 | UP | 048393 | 242 | UP | 048438 |
| 157 | UP | 048346 | 200 | UP | 048394 | 243 | UP | 048439 |
| 158 | UP | 048347 | 201 | UP | 048395 | 244 | UP | 048440 |
| 159 | UP | 048348 | 202 | UP | 048396 | 245 | UP | 048441 |
| 160 | UP | 048349 | 203 | UP | 048397 | 246 | UP | 048442 |
| 161 | UP | 048350 | 204 | UP | 048398 | 247 | UP | 048443 |
| 162 | UP | 048352 | 205 | UP | 048399 | 248 | UP | 048444 |
| 163 | UP | 048353 | 206 | UP | 048400 | | | |

Schedule 2
(STB filing information)

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| Lease Agreement, dated as of June 1, 1994 | July 6,1994 | 18883 |
| Indenture and Security Agreement, dated as of June 1, 1994 | July 6,1994 | 18882 |
| Lease and Indenture Supplement No. 1, dated as of July 6, 1994 | July 6,1994 | 18883-A 18882-A |
| Lease and Indenture Supplement No. 2, dated as of September 30, 1994 | September 30,1994 | 18883-B 18882-B |
| Memorandum of Succession of Owner Trustee, dated as of November 1, 1997 | November 28, 1997 | 18883-C 18882-C |
| Lease Termination, Release of Lien and Bill of Sale, dated as of July 1,2003 | October 21, 2003 | 18883-D 18882-D |
| Memorandum of Lease and Indenture Supplement No. 3, dated as of November 1, 2004 | October 29, 2004 | 18883-E |
| Lease Termination, Release of Lien and Bill of Sale, dated as of November 1, 2004 | December 13, 2004 | 18883-F 18882-E |
| Memorandum of Lease and Indenture Supplement No. 3, dated as of November 1, 2004 | March 11, 2005 | 18882-F |
| Lease Termination, Release of Lien and Bill of Sale, dated as of January 3, 2005 | August 12, 2005 | 18883-G 18882-G |
| Statement of Change in Reporting Marks, dated as of December 28, 2005 | December 30, 2005 | 18883-H 18882-H |
| Lease Termination, Release of Lien and Bill of Sale, dated as of January 3, 2006 | February 24, 2006 | 18883-I 18882-I |
| Lease Termination, Release of Lien and Bill of Sale, dated as of July 1, 2008 | September 22, 2008 | 18882-J 18883-J |
| Lease Termination, Release of Lien and Bill of Sale, dated as of January 1, 2009 | August 6, 2009 | 18882-K 18883-K |
| Lease Termination, Release of Lien and Bill of Sale, dated as of July 1, 2009 | September 3, 2009 | 18882-L 18883-L |

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Schedule 2
(RGC filing information)

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| Lease Agreement, dated as of June 1, 1994 | July 6, 1994 |
| Indenture and Security Agreement, dated as of June 1, 1994 | July 6, 1994 |
| Lease and Indenture Supplement No. 1, dated as of July 6, 1994 | July 6, 1994 |
| Lease and Indenture Supplement No. 2, dated as of September 30, 1994 | September 30, 1994 |
| Lease Termination, Release of Lien and Bill of Sale, dated as of July 1, 2003 | October 21, 2003 |
| Memorandum of Lease and Indenture Supplement No. 3, dated as of November 1, 2004 | October 29, 2004 |
| Lease Termination, Release of Lien and Bill of Sale, dated as of November 1, 2004 | December 10, 2004 |
| Memorandum of Lease and Indenture Supplement No. 3, dated as of November 1, 2004 | October 29, 2004 |
| Lease Termination, Release of Lien and Bill of Sale, dated as of January 3, 2005 | August 12, 2005 |
| Statement of Change in Reporting Marks, dated as of December 28, 2005 | December 30, 2005 |
| Lease Termination, Release of Lien and Bill of Sale, dated as of January 3, 2006 | February 27, 2006 |
| Lease Termination, Release of Lien and Bill of Sale, dated as of July 1, 2008 | September 24, 2008 |
| Lease Termination, Release of Lien and Bill of Sale, dated as of January 1, 2009 | August 10, 2009 |
| Lease Termination, Release of Lien and Bill of Sale, dated as of July 1, 2009 | September 10, 2009 |

