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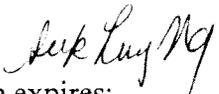
IN WITNESS WHEREOF, the parties have caused this Agreement to be executed as of the first date herein above written.

U.S. BANK NATIONAL ASSOCIATION,
as Owner Trustee

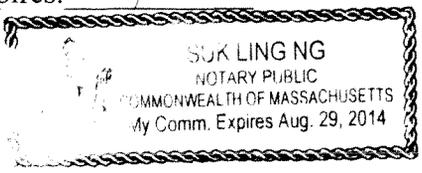
By: 
Name: **EARL W. DENNISON JR.**
Title: **VICE PRESIDENT**

STATE OF Massachusetts
COUNTY OF Suffolk) ss:

The foregoing Agreement was acknowledged before me, the undersigned Notary Public, in the County of Suffolk this 3rd day of May 2013 by **EARL W. DENNISON JR.** VICE PRESIDENT of U.S. Bank National Association, not individually but solely as Owner Trustee.

Notary Public 
My commission expires:

[Notarial Seal]



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: *[Signature]*
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 Apr, 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.

[Handwritten signature]

Notary Public
My commission expires: 2-6-16



[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)

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)

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

