

RECORDATION NO 21857-C FILED
July 02, 2013 04:30 PM
SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
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July 2, 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 Partial Termination of Indenture and Security Agreement and Assignment, dated as of July 2, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 21857.

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

Owner Trustee: 1998 Trust for GECC No. 3 (c/o Wilmington
Trust Company)
Rodney Square North
1100 North Market Street
Wilmington, DE 19890

Indenture Trustee: Wilmington Trust FSB
3773 Howard Hughes Parkway
Las Vegas, NV 89109

Section Chief
July 2, 2013
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A description of the railroad equipment covered by the enclosed document is:

283 flat cars TERMINATED: UP 262000 – UP 262210, UP 262212 – UP 262240, UP 262242 – UP 262284.

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

Partial Termination of Indenture and Security Agreement and Assignment.

Also enclosed is a check in the amount of \$42.00 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,

A handwritten signature in black ink, appearing to read 'E. Luria', with a stylized flourish at the end.

Edward M. Luria

EML/sem
Enclosures

**PARTIAL TERMINATION OF INDENTURE AND SECURITY AGREEMENT
AND ASSIGNMENT**

THIS PARTIAL TERMINATION OF INDENTURE AND SECURITY AGREEMENT AND ASSIGNMENT is made and entered into as of July 2, 2013 by and between UP 1998 TRUST FOR GECC NO. 3 ("Owner Trustee"), and WILMINGTON TRUST, NATIONAL ASSOCIATION, as Indenture Trustee ("Indenture Trustee").

1. The Owner Trustee and the Indenture Trustee, then known as Wilmington Trust FSB, have heretofore entered into that certain Indenture and Security Agreement dated as of December 3, 1998 (as amended, supplemented or modified to date, the "Indenture") by which the Owner Trustee granted a security interest in certain railroad equipment to the Indenture Trustee in order to secure the Owner Trustee's performance of its obligations as described in the Indenture. A memorandum of the Indenture was duly recorded with the Surface Transportation Board on December 10, 1998 at 10:55 am under recordation number 21857-A and with the Registrar General of Canada pursuant to Section 105 of the Canada Transportation Act on December 10, 1998 at 1:50 pm under document key 11279. Capitalized terms used herein without definition have the meanings assigned to them in the Indenture.

2. Pursuant to the Indenture, the Owner Trustee assigned that certain Lease Agreement dated as of December 3, 1998 between Owner Trustee and Union Pacific Railroad Company, as amended, supplemented or modified, and the rents and other proceeds therefrom (with certain exceptions) to the Indenture Trustee. A memorandum of the foregoing assignment was duly recorded with the Surface Transportation Board on December 10, 1998 at 10:55 am under recordation number 21857-B.

3. Solely with respect to the units of railroad equipment specified on Schedule 1 hereto, the Indenture (including, without limitation, the assignment described in the foregoing paragraph) is terminated effective as of the date hereof.

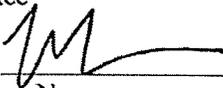
4. This Partial Termination of Indenture and Security Agreement and Assignment shall neither impair nor terminate the rights and obligations of the parties under the Indenture which expressly survive termination.

[signature page follows]

IN WITNESS WHEREOF, the parties hereto have each caused this Partial Termination of Indenture and Security Agreement and Assignment to be duly executed by their respective officers duly authorized as of the date and year first above written.

UP 1998 TRUST FOR GECC NO. 3, as Owner
Trustee

By: WILMINGTON TRUST COMPANY, not
in its individual capacity but solely as
trustee

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

Executed on this ___ day of _____, 2013

WILMINGTON TRUST, NATIONAL
ASSOCIATION, as Indenture Trustee

By: _____
Name:
Title:

Executed on this ___ day of _____, 2013

IN WITNESS WHEREOF, the parties hereto have each caused this Partial Termination of Indenture and Security Agreement and Assignment to be duly executed by their respective officers duly authorized as of the date and year first above written.

UP 1998 TRUST FOR GECC NO. 3, as Owner
Trustee

By: WILMINGTON TRUST COMPANY, not
in its individual capacity but solely as
trustee

By: _____

Name:

Title:

Executed on this ___ day of _____, 2013

WILMINGTON TRUST, NATIONAL
ASSOCIATION, as Indenture Trustee

By: Rebecca Howell
Name: REBECCA L HOWELL
Title: Vice President

Executed on this ___ day of _____, 2013

State of Delaware)
) ss:
County of NewCastle)

On this 1 day of July, 2013, before me personally appeared Mark H. Brzoska, to me personally known, who being duly sworn, says that he is Assistant Vice President of Wilmington Trust Company, the Trustee of UP 1998 TRUST FOR GECC NO. 3, that said instrument was signed and sealed on behalf of said statutory trust and that said instrument is the free act and deed of said trust.



Ramona L. Ringgold
Notary Public

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

State of _____)
) ss:
County of _____)

On this ___ day of _____, 20___, before me personally appeared _____, to me personally known, who being duly sworn, says that he is _____ of WILMINGTON TRUST, NATIONAL ASSOCIATION, that said instrument was signed and sealed on behalf of said corporation and that said instrument is the free act and deed of said corporation.

Notary Public

My Commission expires on: _____

Schedule 1
to Partial Termination of Indenture and Security Agreement and Assignment
Terminated Equipment

Two hundred and eighty-three (283) 62-foot bulkhead flat cars with the following railroad running marks:

UP 262000 – UP 262210

UP 262212 – UP 262240

UP 262242 – UP 262284

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: 7/2/13

Edward M Luria
Edward M. Luria