

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

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ELIAS C. ALVORD (1942)
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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 Lease Agreement, 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

[Lessee: Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179]

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 Lease Agreement.

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 LEASE AGREEMENT

THIS PARTIAL TERMINATION OF LEASE AGREEMENT is made and entered into as of July 2, 2013 by UP 1998 TRUST FOR GECC NO. 3 ("Owner Trustee").

1. The Owner Trustee has heretofore entered into that certain Lease Agreement dated as of December 3, 1998 (as amended, supplemented or modified to date, the "Lease") by which the Owner Trustee leased certain railroad equipment to Union Pacific Railroad Company. A memorandum of the Lease was duly recorded with the Surface Transportation Board on December 10, 1998 at 10:55 am under recordation number 21857 and with the Registrar General of Canada pursuant to Section 165 of the Canada Transportation Act on December 10, 1998 at 1:49 pm under document key 11275. Capitalized terms used herein without definition have the meanings assigned to them in the Lease.

2. Solely with respect to the units of railroad equipment identified on Schedule 1 hereto, the Lease is terminated effective as of the date hereof.

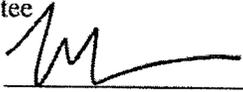
3. This Partial Termination of Lease Agreement shall neither impair nor terminate the rights and obligations of the parties under the Lease which expressly survive termination.

[signature page follows]

IN WITNESS WHEREOF, the Trustee of the Owner Trustee has caused this Partial Termination of Lease Agreement to be duly executed by its officers duly authorized as of the date and year first above written.

UP 1998 TRUST FOR GECC NO. 3

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

By:  _____

Name: Mark H. Brzoska

Assistant Vice President

Title: _____

Executed on this ___ day of _____, 2013

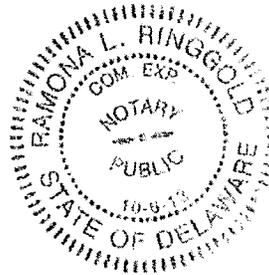
State of Delaware)
County of New Castle) ss:

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 corporation and that said instrument is the free act and deed of said corporation.

Ramona L. Ringgold
Notary Public

My Commission expires on: _____

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



Schedule 1
to Partial Termination of Lease Agreement
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