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January 4, 2016

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

CNW 1994-B

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Lease Agreement (CNW 1994-B), dated as of January 4, 2016, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Railroad Equipment (CNW 1994-B) and related documents previously filed with the Commission and the Board under Recordation Number 19080.

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

Owner Trustee: U.S. Bank National Association (successor to
State Street Bank and Trust Company)
225 Franklin Street
Boston, MA 02101

[Lessee: Union Pacific Railroad Company, successor in
interest to Chicago and North Western Railway
Company
1416 Dodge Street
Omaha, NE 68179]

Section Chief
January 4, 2016
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A description of the equipment covered by the enclosed document is:

34 locomotives TERMINATED: UP 6703 – UP 6706, inclusive, and UP 6708 – UP 6737, inclusive.

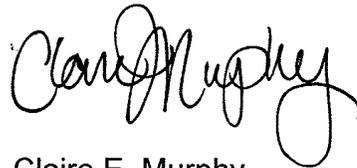
A short summary of the document to appear in the index is:

Termination of Lease Agreement (CNW 1994-B).

Also enclosed is a check in the amount of \$43.00 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 "Claire E. Murphy". The signature is written in a cursive style with a large, looping "M".

Claire E. Murphy

CEM
Enclosures

**TERMINATION OF LEASE AGREEMENT
(CNW 1994-B)**

THIS TERMINATION OF LEASE AGREEMENT (CNW 1994-B) is made and entered into as of January 4, 2016, by U.S. Bank National Association (successor to Shawmut Bank Connecticut, National Association), a national banking association, not in its individual capacity, but solely as Owner Trustee ("Owner Trustee").

1. The Owner Trustee has heretofore entered into that certain Lease of Railroad Equipment (CNW 1994-B) dated as of December 1, 1994 (as amended, supplemented or modified to date, the "Lease") by which the Owner Trustee leased certain railroad equipment to Union Pacific Railroad Company (successor to Chicago and North Western Railway Company). The Lease was duly recorded with the Interstate Commerce Commission (as predecessor to the Surface Transportation Board) on December 2, 1994 under recordation number 19080 and with the Registrar General of Canada on December 2, 1994. Capitalized terms used herein without definition have the meanings assigned to them in the Lease.

2. The Lease is terminated effective as of the date hereof with respect to the Units specified on Schedule 1 attached hereto.

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

[signature and notary pages follow]

IN WITNESS WHEREOF, the Owner Trustee has caused this Termination of Lease Agreement (CNW 1994-B) to be duly executed by its respective officer duly authorized as of the date and year first above written.

U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity, but solely as Owner Trustee

By: Juliet Taylor
Name: Juliet Taylor
Title: Trust Officer

State of Connecticut)
) ss:
County of Hartford)

On this 22 day of December, 2015, before me personally appeared Juliet Taylor, to me personally known, who being duly sworn, says that he or she is Trust officer of **U.S. Bank 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.

Susan P. McNally
Notary Public

My Commission expires on: _____

SUSAN P. McNALLY
Notary Public, State of Connecticut
My Commission Expires March 31, 2020

Schedule 1
(CNW 1994-B)

Equipment

<u>Equipment Description</u>	<u>Quantity</u>	<u>Reporting Marks</u>
GE AC4400 CW locomotives	34	UP 6703 – UP 6706; UP 6708 – UP 6737, inclusive

CERTIFICATION

I, Claire E. Murphy, an attorney licensed to practice in the State of New York and the State of New Jersey, 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: January 4, 2016



Claire E. Murphy