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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

REC SE RECORDATION NO. 14347-A FILED  
OCT 2 00 1:13 PM  
SURFACE TRANSPORTATION BOARD

RECORDATION NO. 14347-A FILED

October 2, 2000

OCT 2 00 1:13 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Lease, dated September 27, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Lease Agreement which was previously filed with the Commission under Recordation Number 14347.

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

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

[Lessor: BLC Corporation]

A description of the railroad equipment covered by the enclosed document is:

13 railcars within the series SSW 59003 - SSW 59291

14347-A

Mr. Vernon A. Williams  
October 2, 2000  
Page Two

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

Termination of Lease by Union Pacific Railroad Company, Lessee,  
covering 13 railcars within the series SSW 59003 - SSW 59291.

Also enclosed is a check in the amount of \$26.00 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 "Robert W. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm  
Enclosures

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TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

SURFACE TRANSPORTATION BOARD

This Termination of Lease constitutes the acknowledgment of the undersigned party that the Lease of Railroad Equipment, dated as of February 15, 1984 among BLC Corporation, Lessor and Union Pacific Railroad Company (f/k/a St. Louis Southwestern Railway Company), Lessee has terminated as to the described railcars in the attached schedule.

A Memorandum of said Lease of Railroad Equipment was filed with the Interstate Commerce Commission on June 20, 1984 at 3:15 p.m. under Recordation Number 14347

Dated this 27 day of September, 2000

UNION PACIFIC RAILROAD COMPANY  
(Lessee)

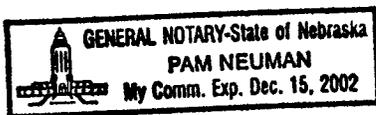
By: [Signature]

Title: Assistant Treasurer

State of Nebraska)  
County of Douglas)

ss:

On this 27<sup>th</sup> day of September, 2000m before me personally appeared Gary W. Gross, to me personally know, who, being by me duly sworn, says that (s)he is the Asst. Treasurer of Union Pacific Railroad and that said instrument was signed on behalf of said Corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of said instrument was the free act and deed of said Corporation.



[Signature]  
NOTARY PUBLIC

(Notarial Seal)  
My commission expires: 12-15-02

.DATE 26 SEP 00 08:38:07 RID 146B 25 SEP 00 MAPCOORD

STB Filing # 14347 MASTER LEASING AGREEMENT

Quantity: 13 UNITS TERMINATED FROM MASTER LEASING AGREEMENT

*MARK.	UNIT	.MARK.	UNIT								
SSW	059003	SSW	059009	SSW	059020	SSW	059029	SSW	059091	SSW	059111
SSW	059114	SSW	059120	SSW	059124	SSW	059145	SSW	059151	SSW	059195
SSW	059291										