

LAW OFFICES

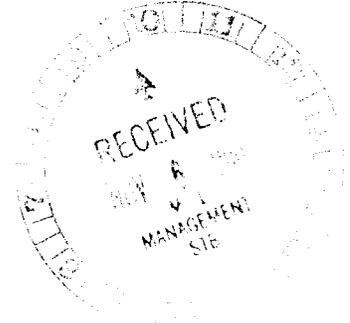
**ROSS & HARDIES**

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

150 NORTH MICHIGAN AVENUE  
CHICAGO, ILLINOIS 60601-7567  
312-558-1000WRITER'S DIRECT LINE: (312) 750-8655  
WRITER'S DIRECT FAX: (312) 920-8161  
WRITER'S EMAIL: [susan.lichtenfeld@rosshardies.com](mailto:susan.lichtenfeld@rosshardies.com)NOV 8 '00 8-21 AM  
TS  
SURFACE TRANSPORTATION BOARDPARK AVENUE TOWER  
65 EAST 55TH STREET  
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202-296-8600FAX  
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SUSAN G. LICHTENFELD

November 2, 2000

**Via Overnight Delivery**Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street, N.W., Suite 700  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three original executed copies and two photostatic copies of a Termination of Interim User Agreement (the "Agreement"), between JAIX Leasing Company and Union Pacific Railroad Company dated as of September 1, 2000, which Agreement is a secondary document as defined in the Commissioner's Rules for the Recordation of Documents. The primary document to which this is connected was recorded under recordation number 23005.

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

Owner:	JAIX Leasing Company 20 N. Wacker Drive Suite 2200 Chicago, IL 60606
User:	Union Pacific Railroad Company 1416 Dodge Street Omaha, NE 68179

The Agreement relates to 810 Aluminum Rotary Dump BethGon Coal Cars marked UP 28650 through UP 29459 (both inclusive).

November 2, 2000

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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.

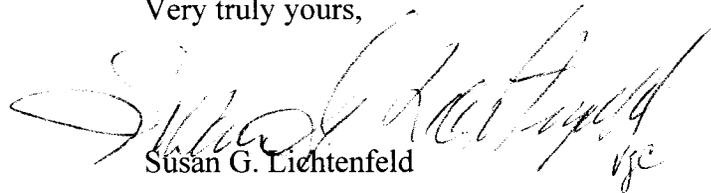
Kindly return two stamped original copies and two stamped photostatic copies of the enclosed document and the stamped photostatic copy of this letter to Susan G. Lichtenfeld at Ross & Hardies, 150 North Michigan Avenue, Suite 2500, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Document to be Recorded

Termination of Interim User Agreement, dated as of September 1, 2000, between JAIX Leasing Company, as Secured Party, and Union Pacific Railroad Company, as Debtor, relating to 810 Aluminum Rotary Dump BethGon Coal Cars which terminates the Memorandum of Interim User Agreement dated June 16, 2000, which was recorded with the Surface Transportation Board on July 12, 2000 and assigned recordation number 23005.

Very truly yours,



Susan G. Lichtenfeld

SGL/vgc

Enclosures

cc: Robert W. Kleinman

Neil A. Kraetsch

NOV 8 '00 8-21 AM

**TERMINATION OF INTERIM USER AGREEMENT**

**SURFACE TRANSPORTATION BOARD**

THIS TERMINATION OF INTERIM USER AGREEMENT is made as of this 1st day of September, 2000 by and between JAIX LEASING COMPANY ("JAIX") and UNION PACIFIC RAILROAD COMPANY ("UP").

WHEREAS, JAIX and UP are parties to an Interim User Agreement dated as of June 16, 2000 (the "Interim User Agreement");

WHEREAS, pursuant to the Interim User Agreement UP acquired use of 810 aluminum rotary dump BethGon coal cars described on Schedule 1 attached hereto (the "Equipment");

WHEREAS, by its terms the Interim User Agreement ended upon the execution and delivery by JAIX and UP of the Railcar Equipment Lease dated as of September 1, 2000 between JAIX and UP (the "Lease");

WHEREAS, the Interim User Agreement was duly filed for recordation with the Surface Transportation Board (the "STB") pursuant to 49 U.S.C. Section 11301, on July 12, 2000 at 2:17 p.m. and given Recordation Number 23005; and

WHEREAS, JAIX and UP desire to terminate and cancel the Interim User Agreement and to record such termination and cancellation with the STB;

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, JAIX and UP, intending to be legally bound, agree as follows:

1. JAIX and UP hereby terminate and cancel the Interim User Agreement, effective as of the date hereof, and JAIX and UP hereby agree that no rights, duties or liabilities under the Interim User Agreement shall survive such termination and cancellation of the Interim User Agreement, except with respect to acts, events, or omissions under the Interim User Agreement occurring on or prior to the date hereof.
2. The parties agree to record this Termination of Interim User Agreement with the STB pursuant to the provisions of 49 U.S.C. Section 11301.
3. This Termination of Interim User Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together constituting only one and the same agreement.



IN WITNESS WHEREOF, JAIX and UP have caused this Termination of Interim User Agreement to be executed as of the day and year first above written.

JAIX LEASING COMPANY

By Edward J. Baker  
Its VICE PRESIDENT

UNION PACIFIC RAILROAD COMPANY

By \_\_\_\_\_  
Its

IN WITNESS WHEREOF, JAIX and UP have caused this Termination of Interim User Agreement to be executed as of the day and year first above written.

JAIX LEASING COMPANY

By \_\_\_\_\_  
Its

UNION PACIFIC RAILROAD COMPANY

By David Wright  
Its SR. MGR. PURCHASING DEPT

STATE OF ILLINOIS        )  
  ): SS  
COUNTY OF COOK        )

On this, the 31<sup>st</sup> day of October, 2000, before me, a Notary Public in and for said County and State, personally appeared Edward J. [unclear] of JAIX LEASING COMPANY who acknowledged himself to be a duly authorized officer of JAIX LEASING COMPANY, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



[Signature]  
Name:  
Notary Public  
My Commission Expires: 8-28-04  
Residing in Illinois

• STATE OF NEBRASKA    )  
  ): SS  
COUNTY OF DOUGLAS    )

On this, the \_\_\_ day of \_\_\_\_\_, 2000, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_ of UNION PACIFIC RAILROAD COMPANY, who acknowledged himself to be a duly authorized officer, of UNION PACIFIC RAILROAD COMPANY and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF ILLINOIS        )  
  ): SS  
COUNTY OF COOK        )

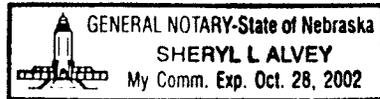
On this, the \_\_\_\_ day of \_\_\_\_\_, 2000, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_ of JAIX LEASING COMPANY who acknowledged himself to be a duly authorized officer of JAIX LEASING COMPANY, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF NEBRASKA    )  
  ): SS  
COUNTY OF DOUGLAS    )

On this, the 31<sup>st</sup> day of October, 2000, before me, a Notary Public in and for said County and State, personally appeared David L. Beighley of UNION PACIFIC RAILROAD COMPANY, who acknowledged himself to be a duly authorized officer, of UNION PACIFIC RAILROAD COMPANY and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.



Sheryl L. Alvey  
Name:  
Notary Public  
My Commission Expires:  
Residing in Omaha, Ne

**SCHEDULE 1**  
**TO TERMINATION OF INTERIM USER AGREEMENT**

810 Aluminum Rotary Dump BethGon Coal Cars  
marked UP 28650 through UP 29459 (both inclusive)