

RECORDATION NO.

5806-M FILED

DEC 7 '00

11-34 AM

ALVORD AND ALVORD

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**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
URBAN A. LESTER

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

December 6, 2000

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 three (3) copies of an Instrument of Lease Termination, dated December 5, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Lease of Railroad Equipment which was previously filed with the Commission under Recordation Number 5806.

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

Lessee: Union Pacific Corporation  
1416 Dodge Street  
Omaha, NE 68179

[Lessor: Indianapolis Morris Plan Corporation]

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

Three GP-40 locomotives  
WP 667, WP 670 and WP 671

967

Mr. Vernon A. Williams  
December 6, 2000  
Page Two

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

Lease Termination by Union Pacific Railroad Corporation  
covering three GP-40 locomotives WP 667, WP 670 and  
WP 671.

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 cursive script, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm  
Enclosures

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INSTRUMENT OF LEASE TERMINATION **SURFACE TRANSPORTATION BOARD**

WHEREAS, the Union Pacific Railroad Company, as successor-by-merger to the Western Pacific Railroad Company ("UP"), is Lessee under the Lease of Railroad Equipment, dated as of August 1, 1970, as supplemented and amended (the "Lease") with Indianapolis Morris Plan Corporation, as Assignee/Lessor;

WHEREAS, the Lease was duly filed with the Interstate Commerce Commission on August 20, 1970 under Recordation Number 5806;

WHEREAS, the following GP-40 locomotives (the "Locomotives") are covered by the Lease:

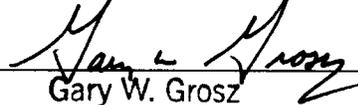
WP667, WP670 and WP671

WHEREAS, UP desires to execute this Instrument to evidence for the public record the termination of the lease and of all the rights and obligations of UP with respect to the Locomotives.

NOW, THEREFORE, in consideration of the premises, UP hereby acknowledges, and confirms for the public record the termination of the Lease, and all rights and obligations arising under the Lease with respect to the Locomotives.

IN WITNESS WHEREOF, UP has caused this Instrument to be executed as of the 5th day of December, 2000.

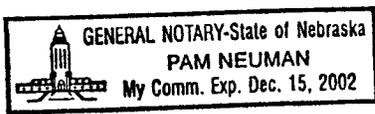
UNION PACIFIC RAILROAD COMPANY

By:   
Gary W. Grosz

Its: Assistant Treasurer

STATE OF NEBRASKA )  
 ) ss:  
COUNTY OF Douglas )

On this 4<sup>th</sup> day of December, 2000, before me, Pam Neuman, the undersigned Notary Public, personally appeared Gary W. Gross personally known to me to be the person who executed the within instrument as Assistant Treasurer behalf of the corporation therein named, and acknowledged to me that the corporation executed it.



Pam Neuman  
Notary Public for State of Nebraska

My Commission expires: 12-15-02