

HOPKINS & SUTTER

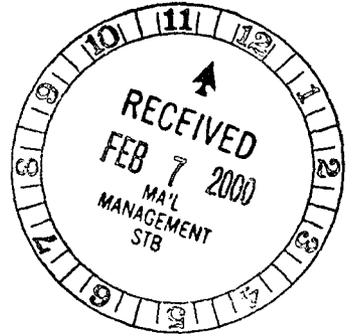
(A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS)

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MARY P. SCLAWY
(248) 740-6602
Direct Fax: (248) 740-6613
E-Mail: MSclawy@hopsut.com

January 27, 2000

Secretary
Surface Transportation Board
Room 704
1925 K Street, NW
Washington, DC 20423-0001

RECORDATION NO. 11670-A REC
FEB 9 '00 4-05 PM
75
SURFACE TRANSPORTATION BOARD

FEB 8 11 53 AM '00
APPELLATE BRIEFING
BRANCH
OFFICE OF THE
SECRETARY

RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Secretary:

Enclosed for recordation pursuant to statute and 49 CFR 1179 counterparts of a Memorandum of Sub-lease Termination, dated as of January 1, 2000. The Sub-lease was dated as of August 1, 1979. The Equipment covered by the Sub-lease are four GM EMD HP 40-2 3,000 hp diesel electric locomotives, marked 9634 to 9637, both inclusive.

The Sub-Lease was recorded with the ICC on April 14, 1980 under primary recordation number 11670.

The parties to the Sub-Lease are:

Sub-lessor: Canadian National Railway Company
935 de la Gauchetiere Street West
Montreal, Quebec H3B 2M9
Canada

Sub-lessee Union Pacific Railroad Company, successor in interest to
Southern Pacific Transportation Company
1416 Dodge Street
Omaha, Nebraska 68179

Secretary
January 27, 2000
Page 2

Enclosed is our check in the amount of \$26.

Please accept one counterpart of this document for filing as a secondary document, stamp the remaining counterpart with your recordation number and return it and the fee receipt to the undersigned at the following address:

Mary P. Sclawy
Hopkins & Sutter
2800 Livernois
Suite 220
Troy, MI 48083-1220

Sincerely,



Mary P. Sclawy

Enclosure

cc: John A.N. Lamont: Re CN File Reference 2038-04

MEMORANDUM OF SUB-LEASE TERMINATION
dated as of January 1, 2000 between Union Pacific
Railroad Company (successor-in-interest to Southern
Pacific Transportation Company) and Canadian National
Railway Company.

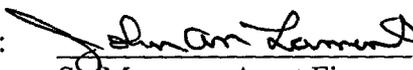
WHEREAS, Southern Pacific Transportation Company as sub-lessee and
Canadian National Railway Company as sub-lessor entered into that certain Sub-Lease
of Railroad Equipment dated as of August 1, 1979 (the "Sub-Lease") of the four (4)
**General Motors EMD GP40-2 3,000 hp diesel-electric locomotives marked 9634 to
9637 inclusive.**

IN WITNESS WHEREOF, the parties wish to show for the public record that
the Sub-Lease has heretofore been terminated in accordance with its terms and
accordingly, the parties thereto have caused this Memorandum to be executed by their
officers thereunto duly authorized.

**UNION PACIFIC RAILROAD
COMPANY** (successor-in-interest
to Southern Pacific Transportation
Company), as sub-lessee

**CANADIAN NATIONAL
RAILWAY COMPANY,**
as sub-lessor

By: 
Its: Assistant Treasurer

By: 
Its: Sr. Manager, Asset Finance

*Note: On April 14, 1980 at 1:25 P.M., the Sub-Lease was filed with the Interstate Commerce
Commission (predecessor to the Surface Transportation Board) pursuant to Section 20c
of the Interstate Commerce Act (now 49 U.S.C. 511301) and assigned recordation
number 11670; and*

*On February 12, 1980 at 3:10 P.M., the Sub-Lease was deposited in the Office of the
Registrar General of Canada pursuant to Section 86 (which became Section 90) of the
Railway Act of Canada (now Section 105 of the Canada Transportation Act).*

CN File Reference: 2038-04

RECORDATION NO. 11670-A FILED

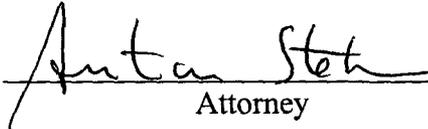
FEB 9 '00 4-05 PM

SURFACE TRANSPORTATION BOARD

PROVINCE OF QUEBEC)
)
DISTRICT OF MONTREAL)

*In the matter of a Memorandum
dated as of January 1, 2000.*

On this 12th day of January, 2000 before me personally appeared John A.N. Lamont, to me personally known, who, being by me duly sworn, says that he is Sr. Manager, Asset Finance of Canadian National Railway Company, that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



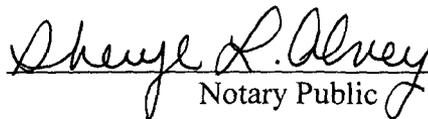
Attorney

Bar Number: 194066-0

STATE OF NEBRASKA)
)
COUNTY OF DOUGLAS)

*In the matter of a Memorandum
dated as of January 1, 2000.*

On this 12th day of January, 2000 before me personally appeared John B. Larsen, to me personally known, who, being by me duly sworn, says that he is Assistant Treasurer of Union Pacific Railroad Company (successor-in-interest to Southern Pacific Transportation Company), that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My commission expires: 10/28/2002

[Notarial Seal]

