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August 30, 1994

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RECORDATION NO. 7447 FILED 10/25

AUG 30 1994 10:35 AM

INTERSTATE COMMERCE COMMISSION

LICENSING BRANCH

RECEIVED
OFFICE OF THE
SECRETARY
AUG 30 10 29 AM '94

Honorable Vernon A. Williams
Acting Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two originals and six certified copies of the three documents described below, to be recorded pursuant to 49 U.S.C. § 11303.

I. The first document is a Partial Lease Termination Certificate, a secondary document, dated August 19, 1994. The primary documents to which this document is connected are recorded under Recordation Nos. 7447, 7494, 7606, and 7607. We request that this document be recorded under Recordation Nos. 7447-I, 7494-E, 7606-B, and 7607-E.

The names and addresses of the parties to the Partial Lease Termination Certificate are as follows:

Lessor:

GATX Third Aircraft Corporation
Four Embarcadero Center
Suite 2200
San Francisco, CA 94111

*Countersigned
Karl Wood*

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Lessee:

Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179

A description of the equipment covered by the document consists of 39 2,770 cubic foot 100-ton open top hopper cars numbered WP 10095-10101, inclusive, 10103, 10104, 10110, 10111, 10114, 10115, 10117, 10119, 10120, 10122-10124, inclusive, 10128, 10131-10133, inclusive, 10135, 10137, 10139, 10143, 10145, 10152, 10155, 10157, 10158, 10162, 10166, 10168, 10184, 10192, 10194, and 10200.

II. The second document is a Partial Lease Termination Certificate, a secondary document, dated August 19, 1994. The primary documents to which this document is connected are recorded under Recordation Nos. 7447, 7494, 7606, and 7607. We request that this document be recorded under Recordation Nos. 7447-J, 7494-F, 7606-C, and 7607-F.

The names and addresses of the parties to the Partial Lease Termination Certificate are as follows:

Lessor:

GATX Third Aircraft Corporation
Four Embarcadero Center
Suite 2200
San Francisco, CA 94111

Lessee:

Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179

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A description of the equipment covered by the document consists of four 2,770 cubic foot 100-ton open top hopper cars numbered WP 10132, 10134, 10146, and 10183.

III. The third document is a Partial Lease Termination Certificate, a secondary document, dated August 19, 1994. The primary documents to which this document is connected are recorded under Recordation Nos. 7447, 7494, 7606, and 7607. We request that this document be recorded under Recordation Nos. 7447-K, 7494-G, 7606-D, and 7607-G.

The names and addresses of the parties to the Partial Lease Termination Certificate are as follows:

Lessor:

GATX Third Aircraft Corporation
Four Embarcadero Center
Suite 2200
San Francisco, CA 94111

Lessee:

Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179

A description of the equipment covered by the document consists of 28 2,770 cubic foot 100-ton open top hopper cars numbered WP 10088, 10090, 10093, 10094, 10105, 10107, 10108, 10116, 10126, 10130, 10138, 10144, 10148, 10149, 10159, 10161, 10164, 10165, 10167, 10169, 10171, 10178, 10180, 10181, 10185, 10191, 10196, and 10199.

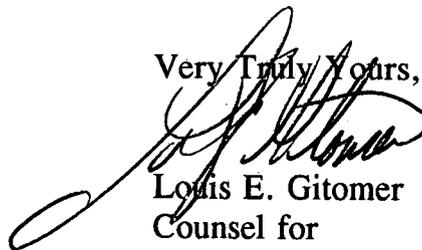
Honorable Vernon A. Williams
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A fee of \$216.00 is enclosed. Please return two originals and two certified copies to:

Louis E. Gitomer
Ball, Janik & Novack
Suite 1035
1101 Pennsylvania Avenue, N.W.
Washington, DC 20004

A short summary of the documents to appear in the index follows: (1) a Partial Lease Termination Certificate, between, GATX Third Aircraft Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, and Union Pacific Railroad Company, 1416 Dodge Street, Omaha, NE 68179, covering 39 2,770 cubic foot 100-ton open top hopper cars numbered WP 10095-10101, inclusive, 10103, 10104, 10110, 10111, 10114, 10115, 10117, 10119, 10120, 10122-10124, inclusive, 10128, 10131-10133, inclusive, 10135, 10137, 10139, 10143, 10145, 10152, 10155, 10157, 10158, 10162, 10166, 10168, 10184, 10192, 10194, and 10200; (2) a Partial Lease Termination Certificate, between, GATX Third Aircraft Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, and Union Pacific Railroad Company, 1416 Dodge Street, Omaha, NE 68179, covering four 2,770 cubic foot 100-ton open top hopper cars numbered WP 10132, 10134, 10146, and 10183; and (3) a Partial Lease Termination Certificate, between, GATX Third Aircraft Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, and Union Pacific Railroad Company, 1416 Dodge Street, Omaha, NE 68179, covering 28 2,770 cubic foot 100-ton open top hopper cars numbered WP 10088, 10090, 10093, 10094, 10105, 10107, 10108, 10116, 10126, 10130, 10138, 10144, 10148, 10149, 10159, 10161, 10164, 10165, 10167, 10169, 10171, 10178, 10180, 10181, 10185, 10191, 10196, and 10199.

Very Truly Yours,



Louis E. Gitomer
Counsel for
GATX Third Aircraft Corporation

Enclosures

AUG 30 1994 - 10 35 AM

PARTIAL LEASE TERMINATION CERTIFICATE INTERSTATE COMMERCE COMMISSION

The undersigned hereby certify that the Leases (as hereafter defined) have been terminated solely with respect to the Units listed below and that such Leases otherwise remain in full force and effect:

MidWest Freight Car
2,770 Cubic Foot 100 Ton
R. B. Units Built in 1974 Bearing Car Numbers as per Exhibit A, dated May 12, 1993

The obligations or indemnities in the Leases which by their terms continue beyond the expiration or termination of the Leases shall be unaffected by this termination.

The "Leases" shall mean collectively the Lease of Railroad WP Equipment, dated as of February 1, 1974, as amended by Amendment No. 1, dated as of January 1, 1990 and Amendment No. 2, dated as of January 1, 1993 (regarding Unit numbers WP 10086-10178), between The Union Pacific Railroad Company (as successor to The Western Pacific Railroad Company), as Lessee ("Lessee"), and GATX Third Aircraft Corporation (as successor to GATX Aircraft Corporation ("GATX"), as successor to First Trust of California, National Association, as successor to Bankers Trust Company of California, National Association, as successor to Wells Fargo Bank, National Association, Trustee), as Lessor ("Lessor"), recorded with the Interstate Commerce Commission ("ICC") under numbers 7447, 7447-E and 7447-G, respectively; and the Lease of Railroad Equipment, dated as of February 1, 1974, as amended by Amendment No. 1, dated as of January 1, 1990 (regarding Units WP-10179-10200), between Lessee and GATX, as Lessor, recorded with the Interstate Commerce Commission ("ICC") under numbers 7607 and 7607-C, respectively.

LESSOR

LESSEE

GATX THIRD AIRCRAFT CORPORATION

UNION PACIFIC RAILROAD COMPANY

By Joe F. Earl
Title VICE PRESIDENT
Date AUG. 19, 1994

By Marlynd Cutman
Title Mgr. Frt. Car P&AP
Date 8-10-94

[Notary Acknowledgements on Separate Page]

RECORD
7447-K

EXHIBIT A
May 12, 1993

WP	10088	WP	10116	WP	10159	WP	10178
	10090		10126		10161		10180
	10093		10130		10164		10181
	10094		10138		10165		10185
	10105		10144		10167		10191
	10107		10148		10169		10196
	10108		10149		10171		10199

State of California)
County of San Francisco)

On August 19, 1994 before me, Les S. Leventhal, Notary Public, personally appeared James F. Easi, personally known to me ~~or proved to me on the basis of satisfactory evidence~~ to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

Les S. Leventhal
Notary Public

Capacity Claimed by Signer:

Individual Corporate Officer Vice President Partner Limited
 Attorney-in-fact Trustee Title(s) General
 Other _____

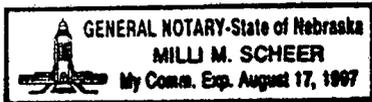
Signer is Representing GATX Third Aircraft Corporation



State of Nebraska)
)
County of Douglas)

On August 10, 1994, before me, Milli M. Scheer, Notary Public, personally appeared Marlyn A. Eitmann, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



Milli M. Scheer
Notary Public

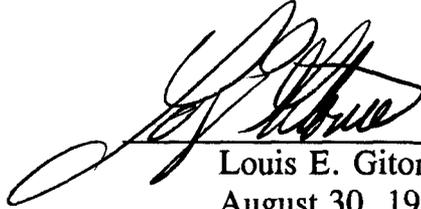
Capacity Claimed by Signer:

- Individual Corporate Officer _____ Partner Limited
 Attorney-in-fact Trustee Title(s) General
 Other _____

Signer is Representing Union Pacific Railroad Co.

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Partial Lease Termination Certificate, dated August 19, 1994, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read 'Louis E. Gitomer', is written over a horizontal line. The signature is stylized and cursive.

Louis E. Gitomer
August 30, 1994