

MANWELL & WES

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March 29, 1989

Honorable Noreta R. McGee  
Secretary  
Interstate Commerce Division  
Washington, D.C. 20423

RECORDATION NO

7132-E

FILED

Washington, D.C.

MAR 31 1989 - 2 20 PM

INTERSTATE COMMERCE COMMISSION

3.00 filing fee

MOTOR OPERATING UNIT

MAR 31 2 16 PM '89

Dear Ms. McGee:

On behalf of Union Pacific Railroad Company, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, four (4) executed counterparts of a document, entitled Agreement of Satisfaction, Discharge, Release and Termination ("Termination"), executed as of March 31, 1989, which should be included as part of the filing recorded on August 13, 1973 at 9:11 a.m., Recordation No. 7132 as the next available recordation number being 7132-E.

The executing parties to the enclosed Termination are:

First Bank National Association - Trustor  
120 South Sixth Street  
First Bank Place  
Minneapolis, Minnesota 55480

Union Pacific Railroad Company - Lessee  
1416 Dodge Street  
Omaha, Nebraska 68179

Mel W. Ward and Weldon J. Smith, as Trustees - Trustees  
c/o Matrix Leasing International, Inc.  
555 California Street  
San Francisco, CA 94104

Manufacturers Hanover Trust Company - Agent  
600 Fifth Avenue  
New York, New York 10020

The Termination, among other things, terminates the security interest of the Agent and the Trustees in the locomotives listed in Exhibit A to the Termination (the "Locomotives"), terminates the Lease of Railroad Equipment relating to the Locomotives (the "Lease"), except with respect to Locomotive UP4105, which Lease

This one  
is  
7/32-E

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Honorable Noreta R. McGee  
March 29, 1989  
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is on file at the ICC under Recordation No. 7132-B and terminates all other related documents on file under Recordation Nos 7132-A, 7132-C and 7132-D.

The equipment covered is listed in Exhibit A the Termination.

A short summary of the document to appear in the ICC Index is as follows:

"Agreement of Satisfaction, Discharge, Release and Termination (except with respect to Locomotive UP4105)."

Enclosed is a check in the amount of thirteen dollars (\$13.00) in payment of the filing fee. Once the filing has been made, please return to bearer the stamped counterparts of the Security Agreement not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this transmittal letter.

Very truly yours,



L. Celeste H. Blumer

Enclosures  
LCHB:its

MAR 31 1989 -2 20 PM

**AGREEMENT OF SATISFACTION, DISCHARGE, INTERSTATE COMMERCE COMMISSION  
RELEASE AND TERMINATION**

This Agreement of Satisfaction, Discharge, Release and Termination made as of this 31st day of March, 1989 by and between First Bank National Association ("Bank"), Union Pacific Railroad Company ("UP"), Weldon J. Smith ("Smith"), and Mel W. Ward ("Ward"), as Trustees (the "Trustees") and Manufacturers Hanover Trust Company, as Agent ("MHTC").

**RECITALS**

WHEREAS, General Motors Corporation (Electro-Motive Division) ("GM") entered into a Conditional Sale Agreement dated as of August 1, 1973 (the "Agreement") between GM, as Vendor, Harold K. Criswell ("Criswell"), Claude S. Bravmann ("Bravmann") and Smith as Trustees (the "Initial Trustees") under a Trust Agreement dated as of August 1, 1973 with Security Pacific Leasing Corporation, as Vendee ("SPLC") and Missouri Pacific Railroad Company as Guarantor ("MP").

WHEREAS, MP entered into a Lease of Railroad Equipment dated as of August 1, 1973 (the "Lease") between MP as Lessee and the Initial Trustees as Lessor pursuant to which MP leased Twenty-Five (25) SD40-2 3000 H.P. Locomotives as listed in Schedule A to the Lease (the "Locomotives").

WHEREAS, GM assigned its interest in the Agreement to Wells Fargo Bank, N.A., as Agent ("WFB") pursuant to an Agreement and Assignment dated as of August 1, 1973 (the "Assignment").

WHEREAS, the Initial Trustees assigned their interest in the Lease and the Locomotives to WFB for purposes of security pursuant to a Collateral Assignment of Lease and Agreement dated as of August 1, 1973 (the "Collateral Assignment").

WHEREAS, WFB assigned its interest in the Agreement, the Assignment and the Collateral Assignment to MHTC pursuant to an Instrument of Resignation, Appointment and Acceptance dated as of May 1, 1985 (the "Instrument").

WHEREAS, Bravmann resigned as Trustee, Criswell is deceased and Ward has succeeded as a Trustee to their interest in the Agreement, the Lease and the Collateral Assignment. UP succeeded to the interest of MP under the Lease and the Agreement following the purchase of the stock of MP by UP's parent, Union Pacific Corporation in December 1982. Security Pacific Equipment Leasing, Inc. (SPEL) succeeded to the interest of SPLC under the

Agreement and the Trust Agreement and SPEL sold its interest in the Agreement, the Trust Agreement, and the Locomotives to the Bank, pursuant to a Bill of Sale dated December 1, 1988 attached hereto as Exhibit B.

WHEREAS, one Locomotive, Road Number UP4105 ("UP4105") has been casualtyed.

WHEREAS, UP has exercised its option under the Lease to purchase the Locomotives except UP4105.

The parties hereto hereby certify and agree that:

1. For valuable consideration, the receipt and sufficiency of which is hereby acknowledged for the sale of the Locomotives which were sold by the Bank to UP on even date herewith, (i) the Bank is hereby forever discharged from all obligations defined under the Agreement, (ii) the obligations of the Bank and the liens on the Locomotives are discharged, satisfied and terminated in full, and (iii) UP is hereby forever discharged from all obligations under the Lease except with respect to UP4105.

2. A. The following agreements are hereby formally terminated:

a. The Agreement under recordation number 7132, filed August 13, 1973 at 9:11 a.m. with the Interstate Commerce Commission (the "ICC");

b. The Assignment under recordation number 7132-A, filed August 13, 1973 at 9:12 a.m. with the ICC;

c. The Collateral Assignment under recordation number 7132-C, filed with the ICC on August 13, 1973 at 9:14 a.m.;

d. The Instrument under recordation number 7132-D, filed with the ICC on April 8, 1986 at 11:10 a.m.

B. The Lease under recordation number 7132-B, filed with the ICC on August 13, 1973 at 9:13 a.m. is hereby terminated with respect to all Locomotives except UP4105.

3. This Agreement of Satisfaction, Discharge, Release and Termination may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original, and such counterparts together shall constitute one and the same contract. This Agreement of Satisfaction, Discharge, Release and Termination may be signed in separate counterparts as long as each party hereto shall have signed at least one counterpart.

IN WITNESS WHEREOF, pursuant to due authority, First Bank National Association, Union Pacific Railroad Company, Weldon J. Smith, as Trustee, Mel W. Ward, as Trustee, and Manufacturers Hanover Trust Company, as Agent, have executed this agreement as of March 31, 1989.

FIRST BANK NATIONAL ASSOCIATION

By Mel W. Ward  
Title Vice President

UNION PACIFIC RAILROAD COMPANY

By \_\_\_\_\_  
Title \_\_\_\_\_

Weldon J. Smith, as Trustee  
WELDON J. SMITH, as Trustee

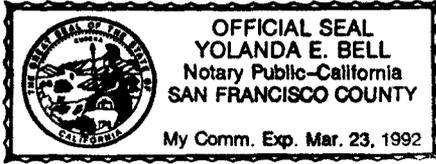
Mel W. Ward  
MEL W. WARD, as Trustee

MANUFACTURERS HANOVER TRUST COMPANY, As Agent

By \_\_\_\_\_  
Title \_\_\_\_\_

STATE OF California )  
COUNTY OF San Francisco ) SS:

On this 29<sup>th</sup> day of March, 1989, before me personally came MEI W. WARE, to me known, who, being by me duly sworn, did depose and say that he is VICE PRESIDENT of First Bank National Association, the national banking association described in and which executed the foregoing Agreement of Satisfaction, Discharge, Release and Termination and he acknowledged to me that he executed the same by order of the Board of Directors of said corporation and that such Agreement was the free act and deed of said national banking association.



Yolanda E. Bell  
NOTARY PUBLIC

My commission expires:

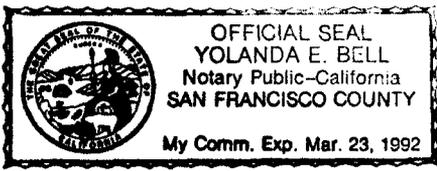
3/23/92

[Notarial Seal]

STATE OF California )  
COUNTY OF San Francisco ) SS.

On the 29<sup>th</sup> day of March, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared Weldon J. Smith, who executed the foregoing instrument in his capacity as Trustee for the purposes therein contained by signing his name.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Yolanda E. Bell  
NOTARY PUBLIC

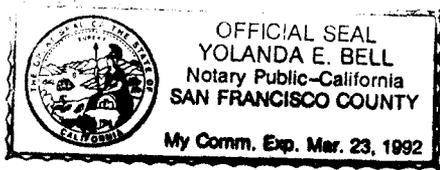
My Commission expires:

3/23/92

STATE OF California )  
COUNTY OF San Francisco ) SS.

On the 29<sup>th</sup> day of March, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared Mel W. Ward, who executed the foregoing instrument in his capacity as Trustee for the purposes therein contained by signing his name.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.



Yolanda E. Bell  
NOTARY PUBLIC

My Commission expires:

3/23/92

IN WITNESS WHEREOF, pursuant to due authority, First Bank National Association, Union Pacific Railroad Company, Weldon J. Smith, as Trustee, Mel W. Ward, as Trustee, and Manufacturers Hanover Trust Company, as Agent, have executed this agreement as of March 31, 1989.

FIRST BANK NATIONAL ASSOCIATION

By \_\_\_\_\_  
Title \_\_\_\_\_

UNION PACIFIC RAILROAD COMPANY

By W. A. Bales  
Title V.P. - Purchasing + Materials

\_\_\_\_\_  
WELDON J. SMITH, as Trustee

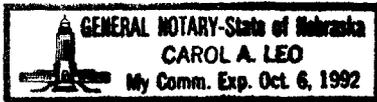
\_\_\_\_\_  
MEL W. WARD, as Trustee

MANUFACTURERS HANOVER TRUST  
COMPANY, As Agent

By \_\_\_\_\_  
Title \_\_\_\_\_

STATE OF NEBRASKA )  
 ) SS:  
COUNTY OF DOUGLAS )

On this 29th day of March, 1989, before me personally came W. A. Bales, to me known, who, being by me duly sworn, did depose and say that he is VP-Purchasing and Materials of Union Pacific Railroad Company, the corporation described in and which executed the foregoing Agreement of Satisfaction, Discharge, Release and Termination and he acknowledged to me that he executed the same by order of the Board of Directors of said corporation and that such Agreement was the free act and deed of said corporation.



Carol A. Leo  
NOTARY PUBLIC

My commission expires:

October 6, 1992

[Notarial Seal]

IN WITNESS WHEREOF, pursuant to due authority, First Bank National Association, Union Pacific Railroad Company, Weldon J. Smith, as Trustee, Mel W. Ward, as Trustee, and Manufacturers Hanover Trust Company, as Agent, have executed this agreement as of March 31, 1989.

FIRST BANK NATIONAL ASSOCIATION

By \_\_\_\_\_  
Title \_\_\_\_\_

UNION PACIFIC RAILROAD COMPANY

By \_\_\_\_\_  
Title \_\_\_\_\_

\_\_\_\_\_  
WELDON J. SMITH, as Trustee

\_\_\_\_\_  
MEL W. WARD, as Trustee

MANUFACTURERS HANOVER TRUST  
COMPANY, As Agent

By Ward  
Title VICE PRESIDENT

STATE OF New York )  
COUNTY OF New York ) SS:

On this 29 day of March, 1989, before me personally came D. A. URSITTI, JR., to me known, who, being by me duly sworn, did depose and say that he is VICE PRESIDENT of Manufacturers Hanover Trust Company, the corporation described in and which executed the foregoing Agreement of Satisfaction, Discharge, Release and Termination, in its capacity as Agent, and he acknowledged to me that he executed the same by order of the Board of Directors of said corporation and that such Agreement was the free act and deed of said corporation in its capacity aforesaid.

Michael F. Kiely  
NOTARY PUBLIC

MICHAEL F. KIELY  
Notary Public, State of New York  
No. 41-4910115  
Qualified in Queens County  
Certificate filed in New York County  
Commission Expires October 25, 1989

My commission expires:  
\_\_\_\_\_

[Notarial Seal]