

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

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 *Jose A. Earl*
Title VICE PRESIDENT
Date AUG. 19, 1994

By *Marlyn A. Cutner*
Title Mgr. Frt Car P&P
Date 8-10-94

[Notary Acknowledgements on Separate Page]

EXHIBIT A
July 19, 1994

WP 10132
WP 10134
WP 10146
WP 10183

State of California)
County of San Francisco)

On August 19, 1994 before me, Les S. Leventhal, Notary Public, personally appeared James F. Earl, 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 _____

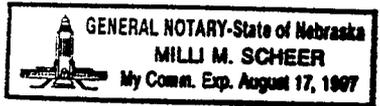
Signer is Representing GATX Third Aircraft Corporation



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

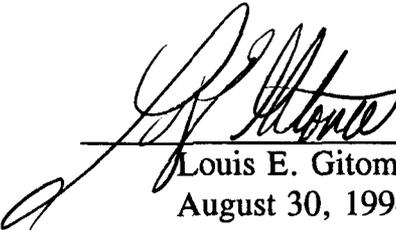
Capacity Claimed by Signer:

- 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.



Louis E. Gitomer
August 30, 1994