

Taylor, Morell & Gitomer

June 16, 1993

Suite 210
919 18th St., N.W.
Washington, DC 20006
(202) 466-6530/FAX (202) 466-6528

S
310 Gold
Long Beach, C
(310) 436-2519/FAX (310) 4

Direct Dial: (202) 466-6532

RECORDATION NO. 7447-H FILED 1425

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

JUN 16 1993 7:35 PM

INTERSTATE COMMERCE COMMISSION

Dear Secretary Strickland:

I have enclosed the original and three certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The document is a Partial Lease Termination Certificate, a secondary document, dated May 26, 1993. The primary documents to which this document is connected are recorded under Recordation Nos. 7447 and 7607. We request that this document be recorded under Recordation Nos. 7447-H and 7607-D.

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 10089, 10091, 10092, 10106, 10109, 10118, 10121, 10125, 10127, 10129, 10140, 10141, 10147, 10150, 10151, 10153, 10156, 10170, 10173, 10174, 10175, 10176, 10177, 10182, 10187, 10188, 10189, and 10198.

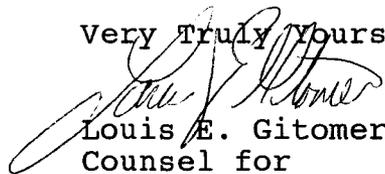
A fee of \$32.00 is enclosed. Please return the original and one certified copy to:

Honorable Sidney L. Strickland, Jr.
June 16, 1993
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Louis E. Gitomer
Taylor, Morell & Gitomer
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919 18th Street, N.W.
Washington, DC 20006

A short summary of the document to appear in the index follows: 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 10089, 10091, 10092, 10106, 10109, 10118, 10121, 10125, 10127, 10129, 10140, 10141, 10147, 10150, 10151, 10153, 10156, 10170, 10173, 10174, 10175, 10176, 10177, 10182, 10187, 10188, 10189, and 10198.

Very Truly Yours,



Louis E. Gitomer
Counsel for
GATX Third Aircraft Corporation

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INTERSTATE COMMERCE COMMISSION
PARTIAL LEASE TERMINATION CERTIFICATE

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 17, 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

GATX THIRD AIRCRAFT CORPORATION
By Cath E. Clifton
Title Director
Date 5/24/93

LESSEE

UNION PACIFIC RAILROAD COMPANY
By Marilyn E. Brown
Title Mgr. Frt. Car P&P
Date 5-24-93

[Notary Acknowledgements on Separate Page]

State of Omaha Nebraska)

County of Douglas)

On May 24, 1993 before me, Milli M. Scheer, Notary Public, personally appeared Marilyn Fitzmaurice, 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

State of California)
)
County of San Francisco)

On June 8, 1993 before me, Les S. Leventhal, Notary Public, personally appeared Catherine E. Clifford, 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 she 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.


Notary Public

Capacity Claimed by Signer:

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

Signer is Representing GATX Third Aircraft Corporation

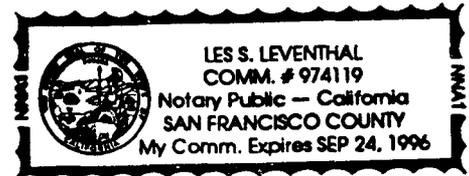


EXHIBIT A
May 17, 1993

WP	10089	WP	10125	WP	10151	WP	10176
	10091		10127		10153		10177
	10092		10129		10156		10182
	10106		10140		10170		10187
	10109		10141		10173		10188
	10118		10147		10174		10189
	10121		10150		10175		10198

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy of the original Partial Lease Termination Certificate dated as of May 26, 1993, 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 cursive script, appearing to read "L. E. Gitomer", written over a horizontal line.

Louis E. Gitomer
June 16, 1993