DONELAN, CLEARY, WOOD & MASER, P. C.
ATTORNEYS AND COUNSELORS AT LAW
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1275 K STREET, N. W.
WASHINGTON, D. C. 20005-4006
TELEPHONE: (202) 371-9500
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RECORDATION NO 6170-A FILED 1425

AUG 7 1991 -10 22 AM

INTERSTATE COMMERCE COMMISSION

August 7, 1991

The Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Secretary Strickland:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303(a) and the regulations thereunder, are an original and one certified true copy of Termination of Leases, a secondary document, dated as of July 31, 1991, between Union Pacific Railroad Company ("Lessor") and Union Pacific Fruit Express Company, successor to the interest of Pacific Fruit Express Company ("Lessee"), relating to that certain Lease of Railroad Equipment, a primary document, dated May 1, 1971, between Lessor and Lessee, recorded under Recordation No. 6170.

It is my understanding that the recordation number to be assigned to this new document as described in the preceding paragraph, will be No. 6170-A.

The names and addresses of the parties to the enclosed document are as follows:

LESSOR: Union Pacific Railroad Company
1416 Dodge Street
Omaha, Nebraska 68179

LESSEE: Union Pacific Fruit Express Company
1416 Dodge Street
Omaha, Nebraska 68179

A description of the equipment covered by the document follows:

383 Mechanical Refrigerated Railroad Boxcars bearing Road Nos. UPFE 462001-462383, both inclusive.

The undersigned is the attorney-in-fact for purposes of this filing. Please return the original of the enclosed document to John K. Maser III, Esquire, Donelan, Cleary, Wood & Maser, P.C., Suite 850, 1275 K Street, N.W., Washington, D.C. 20005-4006 or the bearer hereof.

Also enclosed is a remittance in the amount of $15.00 for the required recording fee.

A short summary of the document to appear in the index follows:

SECONDARY DOCUMENT:

Termination of Leases, dated as of July 31, 1991, between Union Pacific Railroad Company ("Lessor") and Union Pacific Fruit Express Company, successor to the interest of Pacific Fruit Express Company ("Lessee"), relating to that certain Lease of Railroad Equipment, dated May 1, 1971, between Lessor and Lessee, and covering 383 Mechanical Refrigerated Railroad Boxcars bearing Road Nos. UPFE 462001-462383, both inclusive.

Respectfully submitted,

By: John K. Maser

John K. Maser III
Attorney-In-Fact

Enclosures

1210-020

Interstate Commerce Commission

Washington, D.C. 20423

8/7/91

OFFICE OF THE SECRETARY

John K Maser III
Donelan,Cleary, Wood & Maser
1275 K St. N.W. Suite 850
Washington D.C. 20005

Dear Sir:

The enclosed dcoument(s) was recorded pursuant to the provisions of Section 11303 of the Insterstate Commerce Act, 49 U.S.C. 11303, on 8/7/91 at 10:30am , and assigned recordation number(s). 3589-O, 4190-E, 6170-A & 17473 & 17473-A

Sincerely yours,

Sidney L. Strickland, Jr.

Sidney L. Strickland, Jr.
Secretary

RECORDATION NO. 6170-A FILED 1425

AUG 7 1991 -10 39 AM

INTERSTATE COMMERCE COMMISSION

TERMINATION OF LEASES

THIS TERMINATION OF LEASES, made this 31st day of July, 1991, by and between UNION PACIFIC RAILROAD COMPANY, a corporation of the State of Utah ("Lessor") and UNION PACIFIC FRUIT EXPRESS COMPANY, a corporation of the State of Utah, successor to the interest of Pacific Fruit Express Company ("Lessee").

WHEREAS, Lessor and Lessee are parties to Equipment Leases dated as of July 28, 1965, and May 1, 1971, which have been supplemented, amended and restated (the "Leases"); and

WHEREAS, the Leases were duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 USC § 11303, on December 20, 1965, and June 1, 1971, respectively, and given Recordation Nos. 3589 and 6170, respectively; and

WHEREAS, Lessor and Lessee desire to confirm that the Leases have been terminated and cancelled with respect to the equipment described herein;

NOW THEREFORE, in consideration of the promises and other good and valuable consideration, the receipt of which is acknowledged, Lessor and Lessee, intending to be legally bound, agree as follows:

1. Lessor and Lessee hereby confirm that the Leases are terminated and cancelled with respect to the following equipment:

Road Nos. UPFE 462001-462383, both inclusive (hereinafter the "Terminated Equipment").

(NEW NO. = ONES IN REC NO 6170 REC REC NO 17473

2. The parties agree that this Termination of Leases may be recorded with the ICC at the discretion of Lessor.

3. This Termination of Leases may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) which together shall constitute but one in the same instrument.

IN WITNESS WHEREOF, Lessor and Lessee have each caused this Termination of Leases to be duly executed by their authorized officers as of the day and year first above written.

UNION PACIFIC RAILROAD COMPANY

By L.B. Schoultz
Its Executive Assistant

UNION PACIFIC FRUIT EXPRESS COMPANY

By L.B. Schoultz
Its Executive Assistant

4868h

STATE OF Nebraska)
) ss:
COUNTY OF Douglas)

On this 6th day of August, 1991, before me personally appeared R. B. Schoultz, to me personally known, who being duly sworn, says he is Executive Assistant to Executive Vice President-Operations of UNION PACIFIC FRUIT EXPRESS COMPANY and of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on 8/6, 1991, on behalf of said corporations by authority of their respective Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporations.

Ruth A. Howard
Notary Public

[NOTARIAL SEAL]

GENERAL NOTARY-State of Nebraska
RUTH A. HOWARD
My Comm. Exp. Nov. 5, 1992

My Commission Expires:

11/5/92

4868h

DISTRICT OF COLUMBIA) SS.:

CERTIFICATE OF TRUE COPY

I, John K. Maser III, a member of the Bar of the District of Columbia, do hereby certify that I have compared the attached copy of the document entitled "Termination of Leases" executed by Union Pacific Railroad Company and Union Pacific Fruit Express Company, with an executed original counterpart thereof and find the said attached copy to be in all respects a true, correct and complete copy of the aforesaid executed original counterpart.

IN WITNESS WHEREOF, the undersigned has hereto affixed his signature this 7th day of August, 1991.

Subscribed and sworn to before me this 7th day of August, 1991.

Notary Public - D.C.

My Commission Expires May 31, 1992