

Union Pacific Corporation

3-015A047



Jack E. Jerrett
Senior Corporate Attorney

January 15, 1993

FEDERAL EXPRESS

Mr. Sidney L. Strickland
Secretary
Interstate Commerce Commission
12th Street and Constitution Ave., NW
Washington, DC 20423

RECORDATION NO. 17925 FILED 1425

JAN 15 1993 3:15 PM

INTERSTATE COMMERCE COMMISSION

**Re: Locomotive Operating Lease Agreement
Termination (Final), Effective January 15, 1993,
Between Union Pacific Holdings, Inc. and Electro-
Motive Division, General Motors Corporation**

Dear Mr. Strickland:

Enclosed for filing and recordation under Section 11303 of Title 49 of the United States Code are three (3) executed original counterparts of a Locomotive Operating Lease Agreement Termination (Final), effective January 15, 1990 (the "Termination"), between Electro-Motive Division, General Motors Corporation (the "Lessor") and Union Pacific Holdings, Inc. (the "Lessee"). The primary document to which the enclosed Termination is connected is a Locomotive Operating Lease Agreement, dated as of August 17, 1992 (the "Lease"), between the Lessor and the Lessee, which was filed with the Commission on August 25, 1992 and assigned Recordation No. 17925.

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

Owner-Lessor

Electro-Motive Division,
General Motors Corporation
9301 West 55th Street
LaGrange, IL 60525

Lessee

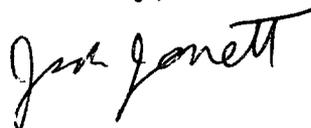
Union Pacific Holdings, Inc.
Eighth and Eaton Avenues
Bethlehem, PA 18018

The Termination terminates the Lease with respect to fifty (50) General Motors SD-60M diesel-electric locomotives bearing road numbers 6316-6365, inclusive. A short summary of the enclosed document to be included in the index follows:

Locomotive Operating Lease Agreement Termination (Final), effective January 15, 1993, between Electro-Motive Division, General Motors Corporation, as lessor, and Union Pacific Holdings, Inc., as lessee, terminating a Locomotive Operating Lease Agreement, dated as of August 17, 1992, covering fifty (50) General Motors Model SD-60M diesel-electric locomotives bearing road numbers 6316-6365, inclusive.

I have also enclosed a check for \$16.00 to the order of the Interstate Commerce Commission to cover the fee associated with the filing and recordation of the enclosed Termination. Please time and date stamp two of the enclosed counterparts along with the closed extra copy of this letter as proof of filing and recordation of the enclosed documents and return the same to me.

Sincerely,

A handwritten signature in cursive script, appearing to read "Joe Jonett".

JEJ:cm
Enclosures

cc: Keith McCanless
Robert Bartos

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Electro-Motive Division
GENERAL MOTORS CORPORATION

RECORDATION NO. 17925-A FILED 14

JAN 15 1993 3:15 PM

LOCOMOTIVE OPERATING LEASE AGREEMENT TERMINATION INTERSTATE COMMERCE COMMISSION
(FINAL)

This terminates the Locomotive Operating Lease Agreement, dated August 17, 1992, between the Union Pacific Holdings, Inc ("Lessee"), a Utah corporation, and Electro-Motive Division, General Motors Corporation ("Lessor"), a Delaware corporation with respect to the following locomotives: 6316-6365 inclusive (hereinafter referred to as "Terminated Equipment").

WHEREAS, Lessee and Lessor executed a Locomotive Operating Lease Agreement, dated August 17, 1992 ("Locomotive Operating Lease Agreement"), relating to the Terminated Equipment.

WHEREAS, the Locomotive Operating Lease Agreement was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303 and was recorded on August 25, 1992 at 2:40pm, Recordation No. 17925.

WHEREAS, the parties hereto desire to terminate and cancel the Locomotive Operating Lease Agreement and to record this termination and cancellation;

Now, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Lessee and Lessor agree as follows:

1. Lessee and Lessor hereby terminate and cancel the Locomotive Operating Lease Agreement, effective January , 1993.
2. The parties agree to record this Termination Agreement with the ICC so as to release the lien against all of the Terminated Equipment constituted by the Locomotive Operating Lease Agreement.
3. This Termination Agreement may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) which shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, Lessee and Lessor have each caused this Termination Agreement to be duly executed by their authorized officers as of the day and year set forth in paragraph 1.

ELECTRO-MOTIVE DIVISION
GENERAL MOTORS CORPORATION

Attest: *[Signature]*

By: *[Signature]*
Title: ASSISTANT SECRETARY

UNION PACIFIC HOLDINGS, INC.

Attest: *[Signature]*
Assistant Secretary

By: *[Signature]*
GARY M. STUART
Title: Vice President & Treasurer

kam#2/pw

State of Illinois)
County of Cook) ss.

On this 14th day of January, 1993, before

me personally appeared Keith A. McCanless, to me personally known, who, being by me duly sworn, did say that he is a Assistant Secretary of Electro-Motive Division, General Motors Corporation, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Paula D'Adamo
Notary Public

My commission expires:



State of Pennsylvania)
County of Ledigh) ss.

On this 13th day of January, 1993, before

me personally appeared Mary m. Stuart, to me personally known, who, being by me duly sworn, did say that he is a Vice Pres. & Treasurer of Union Pacific Holdings, Inc., that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Valerie A. Madea
Notary Public

My commission expires:

October 10, 1994

