

#15

WEINER, McCAFFREY, BRODSKY, KAPLAN & LEVIN, P.C.

ATTORNEYS AT LAW

SUITE 800

1350 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-4797

(202) 628-2000

TELECOPIER (202) 628-2001

RANDAL D. SHIELDS
RICHARD J. ANDREANO, JR.
CHRISTOPHER E. HAGERUP
STEPHEN D. NILES
KEVIN M. SHEYS
JEFFREY A. SOULE*
THOMAS LAWRENCE III*
PAUL A. MONDOR*
JILL M. HAWKEN*
JONATHAN L. KATZ
STEPHEN W. McVEARRY
JOHN M. CARRICK*
SUZANNE M. TEBAU*

*NOT ADMITTED IN D.C.

HARVEY E. WEINER
R. LAWRENCE McCAFFREY, JR.
JAMES A. BRODSKY
PETER E. KAPLAN
IRVING P. MARGULIES
MARK M. LEVIN
PETER A. GILBERTSON
MARK H. SIDMAN
L. MARK WINSTON
THOMAS A. BROOKS
RICHARD J. MELNICK
MITCHEL H. KIDER
LAURENCE R. LATOURETTE

PATRICIA L. PAYNE
JAY A. STEPHENS
ANDREA LEE NEGRONI
OF COUNSEL

14915-1A

MAY 13 1991 -1 00 PM

INTERSTATE COMMERCE COMMISSION

May 13, 1991

VIA HAND DELIVERY

The Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

1-133A036

Re: Partial Termination of Lease

Dear Mr. Strickland:

Enclosed herewith please find an original and one counterpart of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Partial Termination of Lease, a secondary document, dated May 8, 1991.

The primary document to which this is connected is recorded under Recordation Number 14915.

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

Lessor:

C.I.T. Leasing Corporation
As Agent for:
The CIT Group/Capital Financing
Executive Offices
270 Park Avenue
New York, NY 10017

MAY 13 1991

Handwritten notes:
- Jones Smith
- [Signature]

Sidney L. Strickland, Jr.

-2-

May 13, 1991

Lessee (as successor in interest):

Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179

A description of the equipment covered by the document is a GP-38 2000 HP diesel locomotive reporting mark MKT 333.

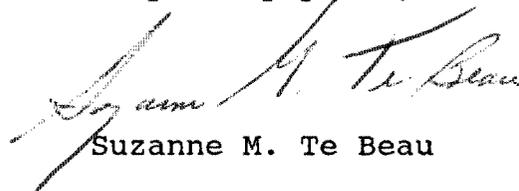
A filing fee of \$15.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the representative of this firm filing this document.

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

A Partial Termination of Lease between C.I.T. Leasing Corporation, As Agent for The C.I.T. Group/Capital Financing, Executive Offices, 270 Park Avenue, New York, NY 10017, and Union Pacific Railroad Company, 1416 Dodge Street, Omaha, NE 68179, dated May 8, 1991, and covering one (1) GP-38 2000 HP diesel electric locomotive, identified by old reporting mark as: MKT 333.

If you have any questions regarding this filing please contact me at (202) 628-2000.

Very truly yours,


Suzanne M. Te Beau

Enclosure

RECORDED
MAY 13 1991

14915A

PARTIAL TERMINATION OF LEASE

MAY 13 1991 -1 00 PM

INTERSTATE COMMERCE COMMISSION

This Partial Termination of Lease, dated May 8, 1991, terminates the Locomotive Lease Agreement made and entered into as of February 15, 1986, by and between C.I.T. Leasing Corporation, a Delaware Corporation, as agent for The CIT Group/Equipment Financing, Inc., formerly known as C.I.T. Corporation, a New York Corporation (hereinafter referred to as "CIT"), and Missouri-Kansas-Texas Railroad Company, a Texas Corporation (hereinafter called "Lessee") to the extent such Locomotive Lease Agreement covered the locomotive designated on Equipment Schedule No. 1 thereto as Missouri-Kansas-Texas Unit No 333.

WHEREAS, CIT and Lessee entered into the above-referenced Locomotive Lease Agreement covering, among other things, a General Motors GP-38, 2000 HP diesel electric locomotive, designated as Missouri-Kansas-Texas Unit No. 333 (the "Subject Locomotive");

WHEREAS, Union Pacific Railroad Company ("Union Pacific") completed its acquisition of all of the common stock of Lessee as of August 12, 1988, and is Lessee's successor in interest under the Locomotive Lease Agreement; and

WHEREAS, Union Pacific paid to CIT the casualty value as set forth in Exhibit B of the Locomotive Lease Agreement on May 15, 1990.

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, CIT and Union Pacific agree as follows:

CIT and Union Pacific hereby terminate and cancel the Locomotive Lease Agreement to the extent that it covers the Subject Locomotive.

IN WITNESS WHEREOF, CIT and Union Pacific have caused this Partial Termination of Lease to be duly executed by their authorized officers as of the day and the year first written above.

UNION PACIFIC RAILROAD COMPANY

C.I.T. LEASING CORPORATION,
As Agent for The CIT GROUP/
EQUIPMENT FINANCING, INC. formerly
known as C.I.T. CORPORATION

By: Larry Anderson
Title: Frge Leasing

By: Catherine English
Title: Asst. Vice President

VERIFICATION

State of New York)
County of New York) ss:

On this 9 day of May, 1991 before me personally appeared, Catherine Stiglich, to me personally known, who being by me duly sworn, says that he is the Asst. Vice President of C.I.T. Leasing Corporation that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and that his execution of the foregoing instrument was the free act and deed of said corporation.

Patricia Rosenberg
Signature of Notary Public

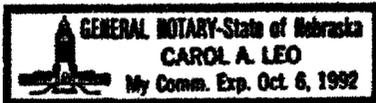
My Commission Expires

~~PATRICIA ROSENBERG~~
Notary Public, State of New York
No. 4769477
Qualified in Kings County
Commission Expires Feb. 28, 1993

VERIFICATION

State of Nebraska)
) ss:
County of Douglas)

On this 10th day of May, 1991 before me personally appeared, Larry S. Anderson, to me personally known, who being by me duly sworn, says that he is the Manager-Leases of Union Pacific Railroad Company, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and that his execution of the foregoing instrument was the free act and deed of said corporation.



Carol A. Leo
Signature of Notary Public

My Commission Expires October 6, 1992