

Union Pacific Corporation



Jack E. Jerrett
Senior Corporate Attorney

July 29, 1996

FEDERAL EXPRESS

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Room 1324
Twelfth Street & Constitution Avenue, N.W.
Washington, DC 20423

RECORDATION NO. 13181-B FILED 1996

JUL 30 1996 9:50 AM '96

INTERSTATE COMMERCE COMMISSION

RECEIVED
SURFACE TRANSPORTATION
BOARD

Re: Lease Termination

Dear Mr. Williams:

I enclose for recording under Section 11301 of Title 49 of the United States Code, five executed original counterparts of a Lease Termination, dated July 19, 1996 (the "Termination"), between Union Pacific Railroad Company (the "Company") and Mercantile Leasing Company Limited ("Mercantile"), terminating the lease by Mercantile to the Company of the railroad equipment described therein.

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

LESSOR: Mercantile Leasing Company Limited
Churchill Plaza, Churchill Way
Basingstoke, Hampshire
United Kingdom RG21 1GL
England

LESSEE Union Pacific Railroad Company
Martin Tower
Eighth and Eaton Avenues
Bethlehem, PA 18018

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

Lease Termination, dated July 19, 1996, between Union Pacific Railroad Company, as lessee (the "Lessee") and Mercantile Leasing Company Limited, as lessor (the "Lessor"), terminating the lease by the Lessor to the Lessee of certain railroad equipment described therein.

After the enclosed document is filed and recorded, kindly return the enclosed counterparts to me.

I also enclose a check in the amount of \$21.00 to cover the fee associated with the filing and recordation of the Termination.

Please acknowledge your receipt of this letter by stamping and returning to the undersigned the enclosed copy of this letter.

Very truly yours,

A handwritten signature in black ink, appearing to read "John Jenett". The signature is written in a cursive style with a large initial "J".

JEJ:nr
Enclosures

G:\JEJ\LSTERM.JJL

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

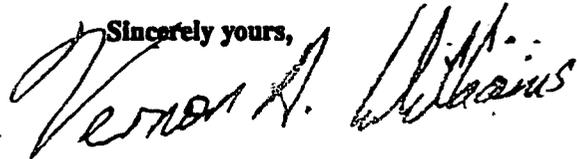
7/30/96

Jack E. Jerrett
Senior Corporate Attorney
Union Pacific Corporation
Martin Tower, Eighth and Eaton Avenues
Bethlehem, PA., 18018

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/30/96 at 9:55AM, and assigned recordation number(s) 13181-B.

Sincerely yours,

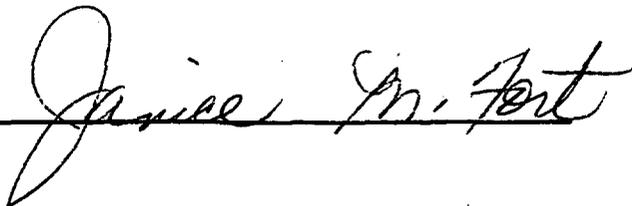


Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



LEASE TERMINATION

RECORDATION 13181-B

JUL 30 1996 8:58 AM

INTERSTATE COMMERCE COMMISSION

This Lease Termination, dated July ~~1981~~ 1996 (the "Termination"), between Union Pacific Railroad Company, a Utah corporation (the "Railroad"), and Mercantile Leasing Company Limited, a company incorporated in England ("Mercantile"), with respect to the railroad equipment described in Schedule A hereto (the "Equipment").

WHEREAS, the Railroad and Mercantile executed a Lease and a Lease Supplement, each dated June 26, 1981 (collectively, the "Lease"), which provides for Mercantile, as lessor, to lease the Equipment to the Railroad, as lessee; and

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission, as predecessor to the Surface Transportation Board (the "STB"), pursuant to 49 U.S.C. Section 11303 on July 7, 1981 under Recordation No. 13181; and

WHEREAS, the Railroad and Mercantile desire to terminate the leasing of the Equipment under the Lease and to record this Termination with the STB.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Railroad and Mercantile agree as follows:

1. The Railroad and Mercantile hereby terminate the leasing of the Equipment under the Lease and agree that the Equipment is hereby released from, and shall be free and clear of, the Lease and any lien or encumbrance created thereby, effective as of the date of this Termination.
2. The parties agree to record this Termination with the STB so as to release the lien against the Equipment constituted by the Lease.
3. This Termination 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 each constitute an original and together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, each party hereto has caused this Termination to be duly executed by their authorized officers as of the day and year first above written.

UNION PACIFIC RAILROAD COMPANY

(Seal)

By: John B. Larsen
Name: John B. Larsen
Title: Assistant Treasurer

MERCANTILE LEASING COMPANY
LIMITED

(Seal)

By: John Shea
Name: No SARAH Box.
Title: Director

By: C. F. Skoelbred
Name: No. CHARLES FREDERICK SKOELBRED
Title: Secretary

APOSTILLE

(Hague Convention of 5 October 1961/Convention de La Haye du 5 octobre 1961)

1. Country: United Kingdom of Great Britain and Northern Ireland
Pays: Royaume-Uni de Grande-Bretagne et d'Irlande du Nord

This public document/Le présent acte public

2. has been signed by R. J. LOOSLEY
a été signé par
3. acting in the capacity of Notary Public
agissant en qualité de
4. bears the seal/stamp of THE SAID NOTARY PUBLIC
est revêtu du sceau/timbre de

Certified/Attesté

23 JUL 1996

5. at London/à Londres
6. the/le
7. by Her Majesty's Principal Secretary of State for Foreign and Commonwealth Affairs/
par le Secrétaire d'Etat Principal de Sa Majesté aux Affaires Etrangères et du Commonwealth.

8. Number/sous No **G 385924**

9. Stamp:
timbre:



10. Signature:

K. CHAPMAN

[Handwritten signature]

For the Secretary of State / Pour le Secrétaire d'Etat

Schedule A

	<u>Description</u>	<u>Road Numbers</u> <u>(All Inclusive)</u>
60	3,000 H.P. SD-40-2 Diesel Electric Locomotives	3514 - 3573
16	3,000 H.P. C-30-7 Diesel Electric Locomotives	2444 - 2459
195	100-Ton, 4,600 Cu. Ft. Covered Hopper Railcars	UP78750, UP78751 UP78752 (renumbered UP220160) UP78753 - UP78756 UP78757 (renumbered UP220113) UP78758 - UP78761 UP78762 (renumbered UP220117) UP78763 - UP78765 UP78766 (renumbered UP220138) UP78767, UP78768 UP78769 (renumbered UP220151) UP78770, UP78771 UP78772 (renumbered UP220109) UP78773 UP78774 (renumbered UP220157) UP78775 (renumbered UP220136) UP78776 - UP78779 UP78780 (renumbered UP220125) UP78781 - UP78784 UP78785 (renumbered UP220130) UP78786 UP78787 (renumbered UP220135) UP78788, UP78789 UP78791 UP78792 (renumbered UP220107) UP78793 (renumbered UP220104) UP78794, UP78795 UP78797 UP78798 (renumbered UP220164) UP78799 - UP78805

Description

Road Numbers
(All Inclusive)

UP78806 (renumbered UP220145)
UP78807 - UP78812
UP78813 (renumbered UP220118)
UP78814
UP78815 (renumbered UP220139)
UP78816 - UP78818
UP78819 (renumbered UP220116)
UP78820 - UP78824
UP78825 (renumbered UP220120)
UP78826 (renumbered UP220122)
UP78827, UP78828
UP78829 (renumbered UP220169)
UP78830 (renumbered UP220119)
UP78831
UP78832 (renumbered UP220127)
UP78833 (renumbered UP220174)
UP78834 - UP78836
UP78837 (renumbered UP220134)
UP78838
UP78839 (renumbered UP220144)
UP78840 - UP78843
UP78844 (renumbered UP220128)
UP78845 - UP78849
UP78850 (renumbered UP220142)
UP78851 (renumbered UP220140)
UP78852
UP78853 (renumbered UP220170)
UP78854 - UP78863
UP78864 (renumbered UP220114)
UP78865 (renumbered UP220150)
UP78866 - UP78871
UP78872 (renumbered UP220110)
UP78873 - UP78879
UP78880 (renumbered UP220115)
UP78881 (renumbered UP220123)
UP78882 - UP78892
UP78893 (renumbered UP220163)
UP78894
UP78895 (renumbered UP220161)
UP78896 - UP78905
UP78906 (renumbered UP220171)

Description

Road Numbers
(All Inclusive)

UP78907 - UP78911
UP78912 (renumbered UP220172)
UP78913
UP78915
UP78916 (renumbered UP220153)
UP78917 - UP78928
UP78929 (renumbered UP220152)
UP78930 - UP78932
UP78933 (renumbered UP220124)
UP78934 - UP78936
UP78937 (renumbered UP220105)
UP78938
UP78939 (renumbered UP220148)
UP78940 - UP78945
UP78946 (renumbered UP220132)
UP78947

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