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RECORDATION NO. 6869 FILED 1425

MAY 23 1994 -2 45 PM

May 23, 1994

INTERSTATE COMMERCE COMMISSION

Recordation No. 6869-G

RECEIVED  
OFFICE OF THE  
SECRETARY  
MAY 23 2 36 PM '94  
LICENSING BRANCH

Dear Mr. Strickland:

On behalf of Union Pacific Railroad Company, I submit for filing and recording under 49 U.S.C. § 11303 and the regulations promulgated thereunder, counterparts of a secondary document, not previously recorded, entitled Full Termination of Lease ("Termination"), dated as of May 17, 1994 which is a full and complete termination by the Releasing Parties identified below.

The parties executing the enclosed Release are:

- Union Pacific Railroad Company - LESSEE/A RELEASING PARTY  
1416 Dodge Street  
Omaha, Nebraska 68179-0001
- Missouri Pacific Railroad Company - LESSEE/A RELEASING PARTY  
1416 Dodge Street  
Omaha, Nebraska 68179-0001
- Platte River Associates, - LESSOR/A RELEASING PARTY  
successor by assignment from TXL  
Astra Corporation VI, successor  
by assignment from The First National  
Leasing Company, original Lessor.  
c/o Dictor Capital.  
1767 Sentry Parkway West  
Blue Belle, PA 19422

The said Termination is a full and complete termination of the Lease of Railroad Equipment recorded under Recordation No. 6869, as amended, and the Termination should be recorded under the next available letter under Recordation No. 6869 which we believe will be -G.

The equipment covered by the enclosed Termination is all the equipment covered in or by the said Lease of Railroad Equipment under Recordation No. 6869, as amended.

A short summary of the Termination to appear in the ICC Index is as follows:

*Conroy*  
*G. H. Harn*

MAY 23 1994 -2 45 PM

INTERSTATE COMMERCE COMMISSION

FULL TERMINATION OF LEASE

THIS FULL TERMINATION OF LEASE, made this 17 day of May, 1994 by and between Missouri Pacific Railroad Company ("MPRR") and Union Pacific Railroad Company ("UPRR") collectively, as "Lessee" and Platte River Associates as the "Lessor," successor by assignment from TXL Astra Corporation VI, successor by assignment from The First National Leasing Company, the original Lessor.

WHEREAS, as Lessee, and The First National Leasing Company, as lessor, entered into a Lease of Railroad Equipment as of January 10, 1973, for the lease of certain locomotives and the Lease was filed for recordation with the Interstate Commerce Commission ("ICC") on January 22, 1973 under Recordation No. 6869; and

WHEREAS, TXL Astra Corporation VI succeeded in the interest of The First National Leasing Company under such Lease pursuant to an Assignment filed with the ICC on January 29, 1985 under Recordation No. 6869-B; and

WHEREAS, Platte River Associates succeeded in the interest of TXL Astra Corporation VI under the Lease pursuant to an Assignment filed with the ICC on December 27, 1988 under Recordation No. 6869-C; and

WHEREAS, MPRR's interest in 20 of the 37 locomotives covered by the Lease was assigned to UPRR by an Assignment recorded on December 27, 1988 under Recordation No. 6869-D; and

WHEREAS, the Lease was amended by a First Amendment recorded December 27, 1988 under Recordation No. 6869-E, and by a

Second Amendment recorded December 27, 1988 under Recordation No. 6869-F; and

WHEREAS, UPRR and MPRR and Platte River Associates desire to confirm that the Lease as amended has been fully terminated and canceled; and

WHEREAS, UPRR and MPRR and Platte River Associates desire to confirm that the Lease as amended has been fully terminated and canceled; and

NOW, THEREFORE, in consideration of the promises and other good and valuable consideration, the sufficiency and receipt of which is acknowledged, MPRR, UPRR and Platte River Associates intending to be legally bound, agree as follows:

1. UPRR, MPRR and Platte River Associates hereby confirm that the Lease is fully terminated and canceled and all leased equipment covered therein or thereby is discharged therefrom.

2. The parties agree that this Full Termination of Lease may be recorded with the ICC at the discretion of any one of the parties hereto.

3. This Full Termination of Lease 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 and the same instrument.

IN WITNESS WHEREOF, MPRR, UPRR and Platte River Associates have each caused this Full termination of Lease to be

duly executed by their authorized offices as of the day and year first above written.

ATTEST:

C. W. Snyfers

MISSOURI PACIFIC RAILROAD COMPANY

By:

Its:

Paul C. Cumber  
AOP - Law

ATTEST:

C. W. Snyfers

UNION PACIFIC RAILROAD COMPANY

By:

Its:

Paul C. Cumber  
AOP - Law

ATTEST:

Paul H. Felt

PLATTE RIVER ASSOCIATES

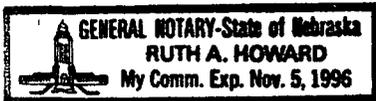
By:

Its:

John M. Case  
GENERAL PARTNER

STATE OF NEBRASKA )  
 ) ss.  
COUNTY OF DOUGLAS )

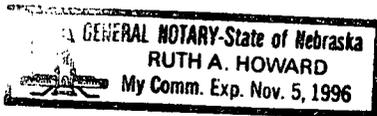
On this 17 day of May, 1994, before me personally  
appeared P. G. Conley, Jr. to me known, who  
being duly sworn, did say that he is AVP - Law  
of Missouri Pacific Railroad Company, and that the foregoing  
instrument was signed on behalf of such corporation by authority of  
its Board of Directors, and he acknowledged that execution of the  
foregoing instrument was the free act and deed of such corporation.



Ruth A. Howard  
Notary Public

STATE OF NEBRASKA )  
 ) ss.  
COUNTY OF DOUGLAS )

On this 17 day of May, 1994, before me personally  
appeared P. G. Conley, Jr. to me known, who  
being duly sworn, did say that he is AVP - Law  
of Union Pacific Railroad Company, and that the foregoing  
instrument was signed on behalf of such corporation by authority of  
its Board of Directors, and he acknowledged that execution of the  
foregoing instrument was the free act and deed of such corporation.



Ruth A. Howard  
Notary Public

STATE OF Pennsylvania )  
COUNTY OF Montgomery ) SS.

On this 18<sup>th</sup> day of May, 1994, before me personally appeared John M. Ruse to me known, who, being duly sworn, did say that he is GENERAL PARTNER of Platte River Associates, that the foregoing instrument was signed on behalf of such partnership by authority of its general partner, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such partnership.

Denise M. Stubel  
Notary Public

