

CONNELL FINANCE COMPANY, INC.

A SUBSIDIARY OF THE CONNELL COMPANY

TELEPHONE
(908) 233-0700

45 CARDINAL DRIVE

WESTFIELD, N J 07090-1099 U S A

TELEFAX (908) 233-1070

TELEX 219258

July 15, 1997

Surface Transportation Board
Department of Transportation
12th Street and Constitution Avenue
Washington, D.C 20423

RECORDATION NO. 16715-D FILED

JUL 30 '97

11-25 AM

JUL 30 11 25 AM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

Gentlemen

I have enclosed one original and one counterpart of the secondary document described below, to be recorded pursuant to Section 11301 of Title 49 of the United States Code

The enclosed document is a **Notice of Partial Termination of Equipment Lease**, a secondary document, dated as of July 1, 1997 (the "Notice of Partial Termination"), between Connell Finance Company, Inc, a New Jersey corporation, as Lessor ("Lessor"), and Union Pacific Railroad Company (as successor in interest by merger to The Denver and Rio Grande Western Railroad Company), a Utah corporation, as Lessee ("Lessee")

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

Lessor Connell Finance Company, Inc
 45 Cardinal Drive
 Westfield, New Jersey 07090-1099

Lessee. Union Pacific Railroad Company
 1416 Dodge Street
 Omaha, Nebraska 68179

The primary document to which the Notice of Partial Termination is connected is the Memorandum of Lease of Railroad Equipment between Lessor and Lessee filed with the Interstate Commerce Commission on January 11, 1990 at 10 45 AM, recordation number 16715.

A description of the equipment covered by the document follows

Six (6) used 4000 c f rotary coupled gondola cars constructed by Thrall Manufacturing Company, with the following reporting marks and car

numbers: DRGW 13016, DRGW 13021, DRGW 13058, DRGW 13061,
DRGW 13083 and DRGW 13101

A check in the amount of \$22 00 is enclosed to cover the fee for filing the Notice of Partial Termination. Please return the counterpart of the Notice of Partial Termination and the extra copy of this letter, time and date stamped as to filing, to Richard E Bartok, Associate General Counsel, Connell Finance Company, Inc , 45 Cardinal Drive, Westfield, New Jersey 07090-1099 (a self-addressed Federal Express envelop is provided herein)

A short summary of the document follows

1. A Notice of Partial Termination of Equipment Lease dated as of July 1, 1997 between Connell Finance Company, Inc , as Lessor, 45 Cardinal Drive, Westfield, New Jersey 07090-1099, and Union Pacific Railroad Company (as successor in interest by merger to The Denver and Rio Grande Western Railroad Company), as Lessee, 1416 Dodge Street, Omaha, Nebraska 68179, terminating of record the lease of certain gondola cars.

If you have any questions please do not hesitate to call the undersigned.

Sincerely,

CONNELL FINANCE COMPANY, INC.



Richard E Bartok
Associate General Counsel

Enc

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

OFFICE OF THE SECRETARY

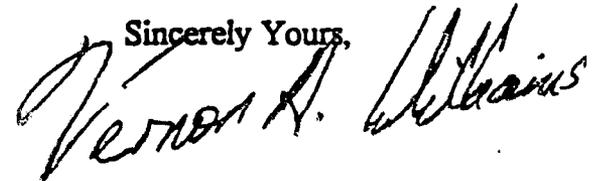
Richard E. Bartok
Associate General Counsel
Connell Finance Company, Inc.
45 Cardinal Drive
Westfield, New Jersey 07090-1099

DATE: 7/30/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 7/30/97 at 11:25AM, and
assigned recordation number(s). 16715-D.

Sincerely Yours,

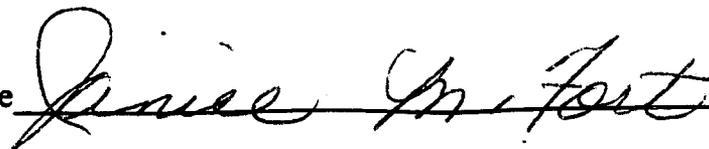


Vernon A. Williams
Secretary

Enclosure(s)

\$ 24.00 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.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature



NOTICE OF PARTIAL TERMINATION OF EQUIPMENT LEASE

JUL 30 1997

11-25A!

This Notice of Partial Termination of Equipment Lease, dated as of this 1st day of ~~June~~ ^{July} 1997, is made by Connell Finance Company, Inc, a New Jersey corporation (Lessor), and Union Pacific Railroad Company (as successor in interest by merger to The Denver and Rio Grande Western Railroad Company), a Utah corporation (Lessee)

WHEREAS, Lessor and Lessee entered into a Lease Agreement dated as of December 21, 1989 (as amended and supplemented to the date hereof, the Lease) pursuant to which Lessor leased to Lessee certain equipment originally consisting of 103 steel 100 ton 4000 C F gondola cars, with identification marks DRGW 13000-13102 (both inclusive)(collectively, the Equipment, and individually a Unit of Equipment),

WHEREAS, the Lease was evidenced by a Memorandum of Lease of Railroad Equipment filed with the Interstate Commerce Commission on January 11, 1990 at 10:45 AM, Recordation No 16715;

WHEREAS, prior to the date hereof the Lease was terminated as to all the Units of Equipment except for the Units of Equipment designated on Schedule I hereto (the Units of Equipment designated on Schedule I hereto being referred to herein as the Schedule I Units); and

WHEREAS, each of the undersigned desires to provide notice for the public record that the Lease has terminated as to the Schedule I Units,

NOW, THEREFORE, as and only as to the Schedule I Units, each of the undersigned does hereby acknowledge the termination of the Lease as of this 1st day of ~~June~~ ^{July} 1997; provided, however, that all obligations of Lessee incurred prior to said termination as to the Schedule I Units under the Lease shall survive termination.

IN WITNESS WHEREOF, each of the undersigned has caused this Notice of Partial Termination of Equipment Lease to be executed by their respective officers thereunder duly authorized and the corporate seals to be hereto affixed as of the day and year first above written.

Attest:
[Signature]
Name: Richard E. Bergh
Title: Assistant Secretary

CONNELL FINANCE COMPANY, INC.
By: [Signature]
Name: Joseph E. Marioni
Title: EX VP

Attest:
[Signature]
Name: Dee W. Prue
Title: De. W. Prue

UNION PACIFIC RAILROAD COMPANY
By: [Signature]
Name: Marlyn A. Fitman
Title: Mgr. Frt car Programs

STATE OF NEW JERSEY)
)
COUNTY OF UNION)

SS

On this 9th day of July, 1997, before me personally appeared Joseph E. Marioni, to me personally known, who being by me duly sworn, says that (s)he is the Ex VP of CONNELL FINANCE COMPANY, INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen Kulinich
Notary Public

[Notarial Seal]

My Commission expires: 9/30/97

KAREN KULINICH
NOTARY PUBLIC OF NEW JERSEY
Registered in Middlesex & Union Counties
My Commission Expires Sept. 30, 1997

STATE OF Nebraska
)
COUNTY OF DeWelle

SS

On this 1st day of July, 1997, before me personally appeared Mandy A. Estess, to me personally known, who being by me duly sworn, says that (s)he is the Mgr. Freight Car of UNION PACIFIC RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lucas Howard
Notary Public



My Commission expires: 11/5/2000