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1-057A004

Union Pacific Corporation



FEB 26 9 52 AM '91
HOTEL... UNIT

Jack E Jerrett
Senior Corporate Attorney

February 26, 1991

BY HAND

17051-C
RECORDATION NO. 17051

Honorable Sidney L. Strickland
Secretary
Interstate Commerce Commission
12th Street and Constitution Ave., N.W.
Washington, DC 20423

FEB 26 1991 -9 55 AM

INTERSTATE COMMERCE COMMISSION

Re: Locomotive Operating Lease Agreement, Dated as of September 25, 1990, As Amended, Between Union Pacific Railroad Company 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 four (4) executed original counterparts of a Lease Agreement Termination (Final) ("Lease Termination") between Electro-Motive Division, General Motors Corporation (the "Lessor") and Union Pacific Railroad Company (the "Lessee"). The primary document to which the Lease Termination is connected is a Locomotive Operating Lease Agreement, dated as of September 25, 1990, as amended (the "Lease Agreement"), between the Lessor and the Lessee, which was filed with the Commission under Recordation No. 17051.

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

- Owner-Lessor: Electro-Motive Division,
 General Motors Corporation
 LaGrange, Illinois 60525

- Lessee: Union Pacific Railroad Company
 1416 Dodge Street
 Omaha, NE 68179

The enclosed Lease Termination provides for the termination of the Lease Agreement as of the date hereof and the release of any lien or other interest arising thereunder with respect to twenty-three (23) diesel-electric locomotives covered by the Lease Agreement bearing road numbers 6243-6265, inclusive. Each of the locomotives covered by the Lease Termination were marked with the words, "General Motors Corporation, Electro-Motive Division, Owner", during the term of the Lease Agreement.

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

Lease Agreement Termination (Final), dated as of February 26, 1991, between Electro-Motive Division, General Motors Corporation, LaGrange, Illinois 60525, as lessor, and Union Pacific Railroad Company, 1416 Dodge Street, Omaha, Nebraska 68179, as lessee, terminating the lease of twenty-three (23) General Motors Corporation, Electro-Motive Division SD-60 diesel electric locomotives bearing road numbers 6243-6265, inclusive.

I have also enclosed a check for \$15.00 to the order of the Interstate Commerce Commission to cover the fee associated with the filing and recordation of the enclosed Lease Termination. Please time and date stamp three of the enclosed counterparts along with the enclosed extra copy of this letter as proof of filing and recordation of the enclosed document and return the same to the waiting messenger.

Sincerely,



JEJ/ko
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

2/26/91

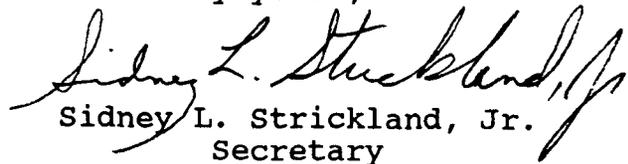
OFFICE OF THE SECRETARY

Jack E. Jerrett
Senior Corporate Attorney
Union Pacific Corporation
Martin Tower & Eaton Ave.
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 2/26/91 at 9:55am, and assigned recordation number(s). 17051-C

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

LEASE AGREEMENT TERMINATION

(FINAL)

RECORDED IN 17051C
FEB 26 1991 -9 55 AM
INTERSTATE COMMERCE COMMISSION

This terminates the Locomotive Operating Lease Agreement, dated September 25, 1990, (the "Lease Agreement") between Union Pacific Railroad Company, ("Railroad") a Utah corporation, and Electro-Motive Division, General Motors Corporation ("EMD"), a Delaware corporation with respect to the following locomotives: 6243 through 6265, inclusive (hereinafter referred to as "Terminated Equipment").

WHEREAS, Railroad and EMD executed the Lease Agreement, and two amendments thereto, relating to the equipment described above ("Locomotives");

WHEREAS, the Lease Agreement was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, as recorded on October 4, 1989 (sic) at 9:40 a.m. Recordation No. 17051.

WHEREAS, the parties hereto desire to terminate and cancel the 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, Railroad and EMD agree as follows:

1. Railroad and EMD hereby terminate and cancel the Lease Agreement and all amendments thereto, effective February 26, 1991.

2. The parties agree to record this Agreement with the ICC so as to release the lien against all of the Terminated Equipment covered by the Lease Agreement.
3. This Agreement may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, Railroad and EMD have each caused this Termination Agreement to be duly executed by their authorized officers as of the day and year first above written.

ELECTRO-MOTIVE DIVISION
GENERAL MOTORS CORPORATION

Attest: *[Signature]*

By: *[Signature]*
ASSISTANT SECRETARY

Title: _____

UNION PACIFIC RAILROAD COMPANY

Attest: *[Signature]*
Assistant Secretary

By: *[Signature]*

Title: Assistant Treasurer

State of Illinois)
County of Cook) ss.

On this 26th day of February, 1991, before me personally appeared Keith A. McCanless, to me personally known, who, being by me duly sworn, did say that he is an 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.

Juanita Acantilado
Notary Public

My commission expires:

April 17, 1992



Commonwealth of Pennsylvania)
County of Lehigh) ss.

On this 26th day of February, 1991, before me personally appeared John B. Larsen, to me personally known, who, being by me duly sworn, did say that he is a n Assistant Treasurer of Union Pacific Railroad Company, 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.

Kathleen F. Owens
Notary Public

My commission expires:

October 19, 1992

