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Union Pacific Corporation

RECORDATION NO 17081-C FILED 1425

RECORDATION NO 17081-B FILED 1425



APR 1 1991 -4 05 PM

APR 1 1991 -4 05 PM

INTERSTATE COMMERCE COMMISSION
March 28, 1991

Jack E. Jerrett
Senior Corporate Attorney

INTERSTATE COMMERCE COMMISSION

BY HAND

1-091A058

APR 1 4 02 AM '91
MOTOR OPERATING UNIT

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

Re: Locomotive Lease Agreement, Dated as of October 31, 1990, As Amended, Between Union Pacific Railroad Company and General Electric Company

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 an Amended and Restated Locomotive Lease Agreement ("Amended Lease") and a Termination of Lease ("Lease Termination"), each dated as of March 28, 1991, between General Electric Company (the "Lessor") and Union Pacific Railroad Company (the "Lessee"). The primary document to which these documents are connected is a Locomotive Lease Agreement, dated as of October 31, 1990 (the "Lease Agreement"), as amended, between the Lessor and the Lessee, which was filed with the Commission under Recordation No. 17081.

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

Owner-Lessor: General Electric Company
2901 East Lake Road
Erie, PA 16501

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

The Amended Lease restates and extends the terms of the Lease Agreement covering fifty (50) General Electric Company Dash 8-40CW diesel-electric locomotives bearing road numbers 9406-9455, inclusive, until July 3, 1991. The Lease

Counterparts - Charles H. Carter

Termination provides for the termination of the Lease Agreement as amended and restated by the Amended Lease as of the date hereof with respect to fifteen (15) of the diesel-electric locomotives covered thereby bearing road numbers 9436-9450, inclusive. Each of the locomotives covered by the Amended Lease and the Lease Termination are marked with the following words, "Ownership subject to a Security Interest Filed with the Interstate Commerce Commission".

A short summary of each of the enclosed documents to appear in the index follows:

1. Amended Lease:

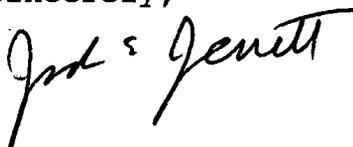
Amended and Restated Locomotive Lease Agreement, dated as of March 28, 1991, between General Electric Company, 2901 East Lake Road, Erie, Pennsylvania 16501, and Union Pacific Railroad Company, 1416 Dodge Street, Omaha, Nebraska 68179, as lessee, covering fifty (50) General Electric Company Dash 8-40CW diesel electric locomotives, bearing road numbers 9406-9455, inclusive.

2. Lease Termination:

Termination of Lease, dated as of March 28, 1991, between General Electric Company, 2901 East Lake Road, Erie, Pennsylvania 16501, as lessor, and Union Pacific Railroad Company, 1416 Dodge Street, Omaha, Nebraska 68179, as lessee, terminating the lease of fifteen (15) General Electric Company Dash 8-40CW diesel electric locomotives, bearing road numbers 9436-9450, inclusive.

I have also enclosed a check for \$30.00 to the order of the Interstate Commerce Commission to cover the fees associated with the filing and recordation of the enclosed Amended Lease and Lease Termination. Please time and date stamp three of the enclosed counterparts of each document along with the enclosed extra copy of this letter as proof of filing and recordation and return the same to the waiting messenger.

Sincerely,



JEJ/ko
Enclosures

Partial

RECORDATION NO 17081-C FILED 1/25

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TERMINATION OF LEASE

INTERSTATE COMMERCE COMMISSION

THIS TERMINATION OF LEASE, made this 28th day of March, 1991 by and between General Electric Company, a New York corporation acting through its Transportation Systems Business Operation ("GE"), and Union Pacific Railroad Company, a corporation of the State of Utah ("Railroad").

WHEREAS, GE and Railroad are parties to a Locomotive Lease Agreement dated as of October 31, 1990 which has been amended and restated (the "Lease"); and

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, on November 15, 1990, at 10:40 a.m. and given Recordation Number 17081; and

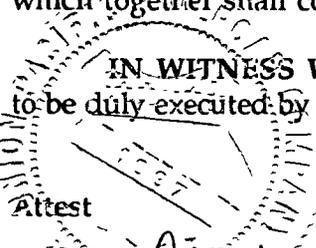
WHEREAS, GE and Railroad desire to confirm that the Lease has been terminated and cancelled with respect to the equipment described herein;

NOW THEREFORE, in consideration of the promises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and GE, intending to be legally bound, agree as follows:

1. Railroad and GE hereby confirm that the Lease is terminated and cancelled with respect to the following equipment: Road Numbers 9436-9450, both inclusive (hereinafter, the "Terminated Equipment").
2. The parties agree that this Termination of Lease may be recorded with the ICC at the discretion of Railroad.
3. This 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, Railroad and GE have each caused this Termination of Lease to be duly executed by their authorized officers as of the day and year first above written.

Attest



B. Whitaker

Assistant Secretary

UNION PACIFIC RAILROAD COMPANY

By: *John A. Davis*

Its Assistant Treasurer

Attest

M. S. Baugh

Attesting Secretary

GENERAL ELECTRIC COMPANY

By: *J. R. Malone*

J. R. Malone, Manager, North American Locomotive Marketing and Sales

Commonwealth of Pennsylvania }
County of Erie }

On this 26th day of March, 1991, before me personally appeared J. R. Malone, to me personally known, who, being duly sworn, did say that he is Manager, North American Locomotive Marketing and Sales of General Electric Company, that the foregoing 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.

Michael J. Baughman
Notary Public

My commission expires:

Notarial Seal
Michael J. Baughman, Notary Public
Erie, Erie County
My Commission Expires Aug 1, 1994

Commonwealth of Pennsylvania }
County of Lehigh }

On this 28th day of March, 1991 before me personally appeared John B. Larsen, to me personally known, who, being duly sworn, did say that he is Asst. Treasurer of Union Pacific Railroad Company, that the foregoing 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.

Valerie A. Madea
Notary Public

My commission expires:

October 10, 1994

Notarial Seal
Valerie A. Madea, Notary Public
Bethlehem, Northampton County
My Commission Expires Oct 10, 1994

