

Union Pacific Corporation



1-183A010

Jack E. Jerrett
Senior Corporate Attorney

July 2, 1991

BY HAND

17081 D
RECORDATION NO. FILED

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

JUL 2 1991 - 12:00 PM

INTERSTATE COMMERCE COMMISSION

Jul 2 12:00 PM '91

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 a Termination of Lease ("Lease Termination"), dated as of July 2, 1991, between General Electric Company (the "Lessor") and Union Pacific Railroad Company (the "Lessee"). The primary document to which this document is connected is a Locomotive Lease Agreement, dated as of October 31, 1990, as amended (the "Lease Agreement"), 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 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 Lease Termination provides for the termination of the Lease Agreement with respect to thirty-five (35)

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D. Carter

diesel-electric locomotives covered thereby bearing road numbers 9406-9435, inclusive, and 9451-9455, inclusive. Each of the locomotives covered by 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 the enclosed document to appear in the index follows:

Lease Termination:

Termination of Lease, dated as of July 2, 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 thirty-five (35) General Electric Company Dash 8-40CW diesel electric locomotives, bearing road numbers 9406-9435, inclusive, and 9451-9455, 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 and return the same to the waiting messenger.

Sincerely,



JEJ/ko
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

7/2/91

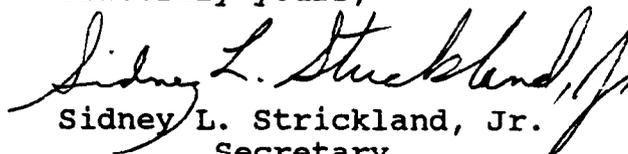
OFFICE OF THE SECRETARY

Jack E. Jerrett
Union Pacific Corporation
Martin Tower Eighth & Eaton Avenue
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 7/2/91 at 12:20Pm, and assigned recordation number(s) 17081-D 17268-A

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

Partial

TERMINATION OF LEASE

RECORDED IN 17081-2
JUL 2 1991 - 12:30 PM
INTERSTATE COMMERCE COMMISSION

THIS TERMINATION OF LEASE, made this 2nd day of July, 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

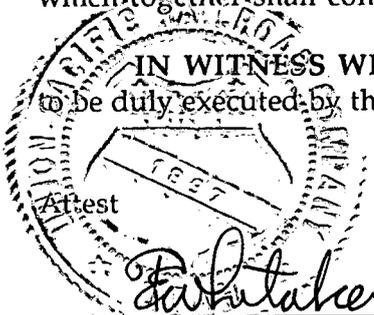
WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, on November 15, 1990, at 10:40 a.m. and given Recordation Number 17081; and

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 9406-9435 and 9451-9455, 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
[Signature]
Assistant Secretary

UNION PACIFIC RAILROAD COMPANY
By: *[Signature]*
Its Assistant Treasurer

Attest
[Signature]
M. J. Baughman, Attesting Secretary

GENERAL ELECTRIC COMPANY
By: *[Signature]*
J. R. Malone, Manager-North American Locomotive Marketing and Sales

