



The David J. Joseph Company

April 26, 1996

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
12th Street and Constitution Ave., NW
Washington, DC 20423

RECORDATION NO. 17203-B
APR 29 1996 - 11 23 AM
INTERSTATE COMMERCE COMMISSION

Dear Mr. Williams:

Enclosed is an original and one copy of the Termination of Lease dated as of April 26, 1996 between the following parties:

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

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

The lease to which this document is connected is recorded under Recordation No. 17203 and an amendment recorded under Recordation No. 17203-A.

The equipment involved in this transaction is as follows: CHTT 4500 - 4505, inclusive and CHTT 4507 - 4574, inclusive and CHTT 640200 - 640276, inclusive.

Please file this agreement as a secondary document. The amount of \$21.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julia R. Jones
Contract Assistant

Enclosures

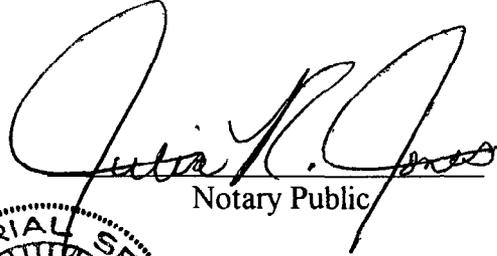
Railroad Equipment Leasing
and Marketing Division

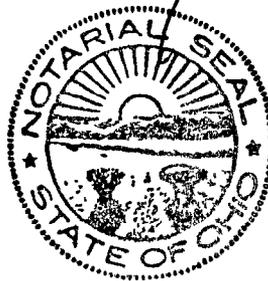
300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4433

Mail Address:
P.O. Box 1078
Cincinnati, Ohio 45201-1078

CERTIFICATE

The undersigned, Julia Jones, a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document


Notary Public



JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2009

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

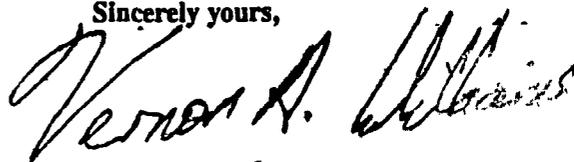
4/29/96

Julia R. Jones
The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202-4214

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/29/96 at 11:35AM, and assigned recordation number(s). 17203-B. 17448-A.

Sincerely yours,

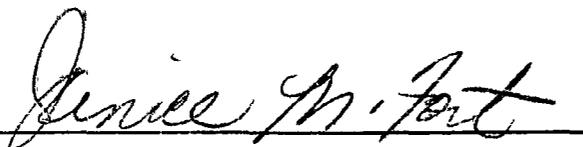


Vernon A. Williams
Secretary

Enclosure(s)

\$ 42.00 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 and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. 17203-B
FILED 17203

APR 29 1996 - 11 25 AM

INTERSTATE COMMERCE COMMISSION

This Termination of Lease (this "Termination") terminates that certain Equipment Lease dated as of August 31, 1990 (the "Lease"), bearing Recordation No. 17203, between The David J. Joseph Company, as Lessor ("Lessor") and Union Pacific Railroad Company, as Lessee ("Lessee"), with respect to 74 railcars, UP CHTT 4500-4505, inclusive and CHTT 4507-4574, inclusive, and terminates that certain Amendment to Railroad Equipment Lease dated as of March 28, 1991 (the "Amendment"), bearing Recordation No. 17203-A, between Lessor and Lessee, with respect to 74 railcars, CHTT 640200-640276, inclusive (hereinafter, the "Terminated Equipment").

WHEREAS, Lessor and Lessee executed the Lease relating to the Terminated Equipment; and

WHEREAS, Lessee has satisfied its obligations under the Lease, and all interest, including but not limited to possessory, ownership or leasehold interest, of the Lessee, its successors and assigns in the Terminated Equipment arising pursuant to the Lease has been terminated and all of Lessee's interest in the Lease and the Terminated Equipment has been transferred to Lessor, its successor in interest; and

NOW, THEREFORE, in consideration of the premises contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Lessor declares:

1. Lessee has satisfied, and is hereby released from, all obligations to the Lessor arising under the Lease.
2. All interest, including, but not limited to, possessory, ownership or leasehold interest, of the Lessee, its successors and assigns, in the Terminated Equipment arising pursuant to the Lease has been terminated.
3. The Lessor hereby terminates and cancels the Lease.
4. The Lessor shall record this Termination with the Surface Transportation Board so as to record the release of the lien against the Terminated Equipment constituted by the Lease.

In witness whereof, the Lessor has caused this Termination to be duly executed by its authorized officer as of the 26th day of April, 1996.

WITNESS.

THE DAVID J. JOSEPH COMPANY

Jo Ann Brems

Linda M. Raughman

By:

James H. Goetz

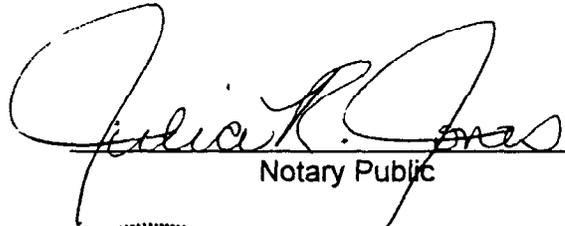
Name: James H. Goetz

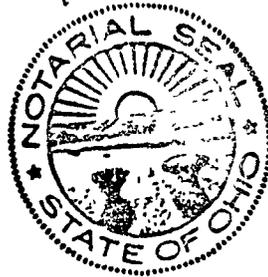
Title Division Vice President

STATE OF OHIO)
) SS.
COUNTY OF HAMILTON)

On this 26th day of April, 1996, before the undersigned, Julia R Jones, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James H. Goetz to me personally known, who stated and acknowledged that he is the Division Vice President of The David J. Joseph Company, a Delaware corporation, and has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 26th day of April, 1996


Notary Public



JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2000

My Commission expires.

2-27-2000