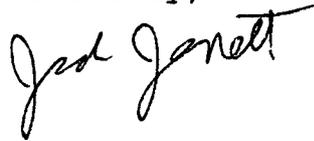


of the Lease Termination, there are no additional units of equipment covered by the Lease Agreement.

I have also enclosed a check for \$16.00 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 documents and return the same to the waiting messenger.

Sincerely,

A handwritten signature in cursive script, appearing to read "Jed Jenett".

JEJ:ccm
Enclosures

cc: Michael J. Baughman, Esq.

Interstate Commerce Commission
Washington, D.C. 20423

1/30/92

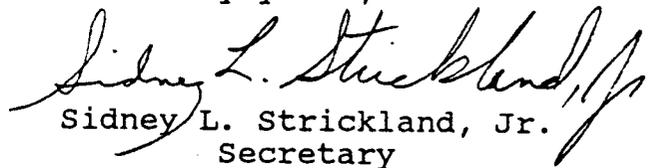
OFFICE OF THE SECRETARY

Jack E. Jerrett
Senior Corporate Attorney
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 1/30/92 at 11:30am, and assigned recordation number(s). 17574-A & 17618-A

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

17574 A

JAN 30 1992 - 11:00 AM

INTERSTATE COMMERCE COMMISSION

TERMINATION OF LEASE

THIS TERMINATION OF LEASE, made this 30th day of January, 1992 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 18, 1991 (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 October 29, 1991, at 11:05 a.m. and given Recordation Number 17574; and

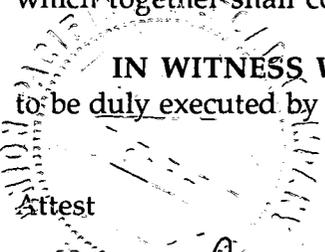
WHEREAS, GE and Railroad desire to confirm that the Lease has been terminated and cancelled with respect to the equipment described therein;

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 9456-9480, 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



E. Whitaker
Assistant Secretary

UNION PACIFIC RAILROAD COMPANY

By: John D. Clark
Its Assistant Treasurer

Attest

M. J. Baughman
M. J. Baughman, Attesting Secretary

GENERAL ELECTRIC COMPANY

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

