

Union Pacific Corporation



2-058A004

Jack E. Jerrett
Senior Corporate Attorney

February 27, 1992

BY HAND

RECORDATION NO. 17618-C FILED MS

FEB 27 1992 - 11 20 AM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland
Secretary
Interstate Commerce Commission
12th Street and Constitution Ave., NW
Washington, DC 20423

Re: Locomotive Operating Lease Agreement,
Dated November 7, 1991, 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 (Partial), effective as of February 27, 1992 (the "Lease Termination"), between Electro-Motive Division, General Motors Corporation (the "Lessor") and Union Pacific Railroad Company (the "Lessee"). The primary document to which this is connected is a Locomotive Operating Lease Agreement, dated as of November 7, 1991 (the "Lease Agreement"), between the Lessor and the Lessee, which was filed with the Commission on December 11, 1991 and assigned Recordation No. 17618.

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

- | | |
|--------------|---|
| Owner-Lessor | Electro-Motors Division,
General Motors Corporation
9301 West 55th Street
LaGrange, Illinois 60525 |
| Lessee | Union Pacific Railroad
Company
1416 Dodge Street
Omaha, Nebraska 68179 |

Counterparts - Robert A. Brown

MOTOR OF FEB 27 1992

The Lease Termination provides for the termination of the Lease Agreement with respect to five (5) General Motors SD-60 Diesel-Electric Locomotives with road numbers 6302-6306, inclusive.

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 "John E. Jenett".

JEJ:ccm
Enclosures

cc: Mr. Keith McCanless

ETLAGM/JJL

Interstate Commerce Commission
Washington, D.C. 20423

2/27/92

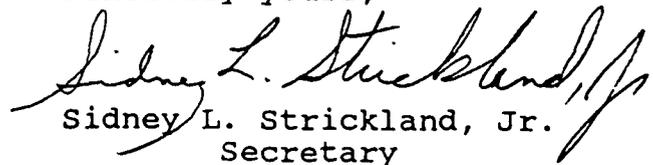
OFFICE OF THE SECRETARY

Jack E. Jerrett-
Senior Corporate Attorney
Union Pacific Corporation
Martin Tower-8th and Eaton Aves.
Bethlehem, PA. 18018

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/27/92 at 11:20AM, and assigned recordation number(s). 17618-C.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

LEASE AGREEMENT TERMINATION

(PARTIAL)

RECORDED BY 17618-C FILED 143

FEB 27 1992 - 11 20 AM

INTERSTATE COMMERCE COMMISSION
This terminates the Locomotive Operating Lease Agreement, dated November 7, 1991, ("Lease"), between Union Pacific Railroad Company ("Railroad"), a Utah corporation, and Electro-Motive Division, General Motors Corporation ("EMD"), a Delaware corporation, only with respect to the Locomotives, as therein defined, bearing road numbers 6302 - 6306, inclusive, (hereinafter referred to as the "Terminated Equipment"). The Lease and the hereinafter described recordation with the Interstate Commerce Commission ("ICC") with respect to the Locomotives bearing road numbers 6307 - 6312, inclusive continues in full force and effect.

WHEREAS, the Lease was duly filed for recordation with the ICC pursuant to 49 U.S.C. Section 11303 on December 11, 1991 at 9:55am, Recordation No. 17618.

WHEREAS, the parties hereto desire to terminate and cancel the Lease only with respect to the Terminated Equipment and to record such 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 to:

- (i) hereby terminate and cancel the Lease with respect to the Terminated Equipment, effective February 27, 1992;
- (ii) record this Agreement with the ICC so as to release the lien of the Lease against the Terminated Equipment;
- (iii) continue the Lease and the above-mentioned recordation with the ICC in full force and effect with respect to the Locomotives bearing road numbers 6307 - 6312, inclusive;
- (iv) execute this Agreement in one or more counterparts (or upon separate signature pages bound together in one or more counterparts), each of which shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Railroad and EMD have each caused this Termination Agreement to be duly executed in their names by their officers, thereunder duly authorized, and their corporate seals affixed, as of the 27th day of February, 1992.

UNION PACIFIC RAILROAD COMPANY

By: 

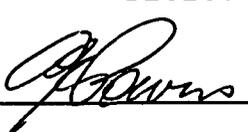
Title: Assistant Treasurer

Attest: 
Assistant Secretary

**ELECTRO-MOTIVE DIVISION
GENERAL MOTORS CORPORATION**

By: 

Title: ASSISTANT SECRETARY

Attest: 

State of Illinois)
County of Cook)

On this 27th day of February, 1992,
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.



Notary Public

My commission expires:



State of _____)
County of _____)

On this _____ day of _____, 1992,
before me personally appeared, to me personally known, who,
being by me duly sworn, did say that he is a _____
of the 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.

Notary Public

My commission expires:
