

Union Pacific Corporation



RECORDATION NO. 17618-E FILED 1423

Jack E. Jerrett
Senior Corporate Attorney

MAR 20 1992 -11 15 AM
March 20, 1992
INTERSTATE COMMERCE COMMISSION

BY HAND

2-080A047

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

MAR 20 8 50 AM '92
MOOR OPERATING UNIT

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 Interim Lease Agreement Termination (Final), effective as of March 20, 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

Sara Cahillane
Christy

The Lease Termination provides for the termination of the Lease Agreement with respect to two (2) General Motors SD-60 Diesel-Electric Locomotives with road numbers 6311 and 6312. Upon the effective date of the Lease Termination, there shall be no equipment subject to 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 "Jack Jenett".

JEJ:ccm
Enclosures

cc: Mr. Keith McCanless

ETLAGM/JJL

Interstate Commerce Commission
Washington, D.C. 20423

3/20/92

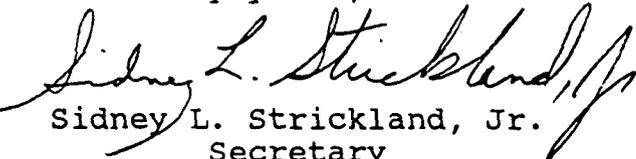
OFFICE OF THE SECRETARY

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 3/20/92 at 11:45am , and assigned recordation number(s). 17618-E

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

INTERIM LEASE AGREEMENT TERMINATION
(FINAL)

MAR 20 1992 -11 45 AM

INTERSTATE COMMERCE COMMISSION

This terminates the Interim Lease Agreement, dated November 7, 1991, between Union Pacific Railroad Company ("Railroad") a Utah corporation, and Electro-Motive Division, General Motors Corporation ("EMD"), a Delaware corporation with respect to the following locomotives: Road Nos. 6311 and 6312 (hereinafter referred to as "Terminated Equipment").

WHEREAS, Railroad and EMD executed an Interim Lease Agreement, dated November 7, 1991 and an amendment thereto, relating to the equipment described above ("Locomotives");

WHEREAS, the Interim Lease Agreement was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, as recorded on December 11, 1991 at 9:55am Recordation No. 17618.

WHEREAS, the parties hereto desire to terminate and cancel the Interim Lease Agreement and to record this 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 as follows:

1. Railroad and EMD hereby terminate and cancel the Interim Lease Agreement, effective March 20, 1992.
2. The parties agree to record this Agreement with the ICC so as to release the lien against all of the Terminated Equipment constituted by the Interim Lease Agreement.
3. This Agreement may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, Railroad and EMD have each caused this Termination Agreement to be duly executed by their authorized officers as of the day and year first above written.

ELECTRO-MOTIVE DIVISION
GENERAL MOTORS CORPORATION
9301 W. 55th Street
LaGrange, Illinois 60525

Attest: [Signature]

By: [Signature]

Title: ASSISTANT SECRETARY

KAM:dhv/TermAgmt

UNION PACIFIC RAILROAD COMPANY

By: 

Name: John B. Larsen

Title: Assistant Treasurer

Attest:


Assistant Secretary

State of Illinois)
County of Cook)

On this 20th day of March, 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.

Paula D'Adamo

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:
