

Union Pacific Corporation



Jack E. Jerrett
Senior Corporate Attorney

0100046015

November 16, 1993

RECORDED AS 18376-F
FILED

FEDERAL EXPRESS

NOV 17 1993 - 10:05 AM

INTERSTATE COMMERCE COMMISSION

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

Re: Interim User Agreement, dated as of August 1, 1993, as amended, between General Electric Company and Union Pacific Holdings, Inc.

Dear Mr. Strickland:

Enclosed for filing are three (3) original counterparts of a Partial Termination, dated as of November 16, 1993 (the "Termination"), between General Electric Company ("GE") and Union Pacific Holdings, Inc ("Holdings"). The principal document to which this is connected is an Interim User Agreement, dated as of August 1, 1993 (the "Agreement"), between GE and Holdings which was filed with the Commission on August 30, 1993 and assigned Recordation No. 18376.

This Termination terminates the Agreement with respect to the equipment identified in Section 1 of the Termination.

Enclosed is a check payable to the Commission in the amount of \$18.00 for filing the Termination. Please date stamp the enclosed extra copy of this letter and each extra counterpart of the Termination not needed for filing and return them to the waiting messenger.

Sincerely,

LOUISIANA BRANCH
NOV 17 1993

JEJ:ccm
Enclosure
cc: Michael J. Baughman, Esq.
g:\etfile\geuphd2.jl

Interstate Commerce Commission
Washington, D.C. 20423

11/18/93

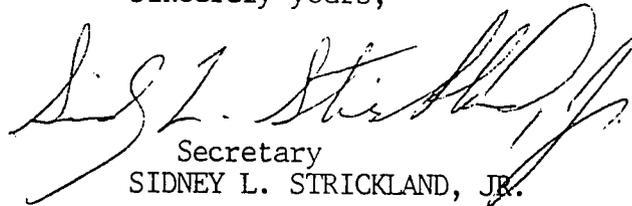
OFFICE OF THE SECRETARY

Jack E. Jerrett
Union Pacific Corporation
Martin Tower
Eight & Eaton Avenues
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 **11/17/93** at **10:05am**, and assigned
recordation number(s). **18376-E**

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

276.1*

NOV 17 1993 10 05 AM

INTERSTATE COMMERCE COMMISSION

PARTIAL TERMINATION

THIS PARTIAL TERMINATION, made this 16th day of November, 1993 by and between General Electric Company, a New York corporation acting through its Transportation Systems Business Operation ("GE"), and Union Pacific Holdings, Inc., a Utah corporation ("Railroad").

WHEREAS, GE and Railroad are parties to an Interim User Agreement dated as of October 1, 1993 (the "Lease"); and

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission (the "ICC") pursuant to 49 U.S.C. Section 11303, on October 20, 1993, at 2:45 p.m. and given Recordation Number 18442; and

WHEREAS, GE and Railroad desire to terminate and cancel the Lease with respect to the equipment described herein and to record such termination and cancellation with the ICC;

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 terminate and cancel the Lease, effective November 17, 1993 with respect to the following equipment: Eight General Electric Model Dash 8-41CW diesel electric locomotives bearing road numbers 9539-9546, inclusive (hereinafter, the "Terminated Equipment").

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:

T. Whitaker
T. Whitaker, Assistant Secretary

UNION PACIFIC HOLDINGS, INC.

By: Gary M. Stuart
Gary M. Stuart, Vice President and Treasurer

ATTEST:

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

GENERAL ELECTRIC COMPANY

By: J. W. Braukman
J. W. Braukman, Manager Transportation Systems Finance Operation

Commonwealth of Pennsylvania }
County of Erie }

On this 16th day of November, 1993, before me personally appeared J. W. Braukman, to me personally known, who, being duly sworn, did say that he is Manager, Transportation Systems Finance Operation of General Electric Company, that the foregoing 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.

Carol A. Wahlen

My commission expires:

Notary Public

Notarial Seal
Carol A. Wahlen, Notary Public
Lawrence Park Twp., Erie County
My Commission Expires Dec. 12, 1994

Commonwealth of Pennsylvania }
County of Lehigh }

On this ^{16th} day of November, 1993, before me personally appeared Gary M. Stuart, to me personally known, who, being duly sworn, did say that he is Vice President and Treasurer of Union Pacific Holdings, Inc., that the foregoing 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.

Kathleen F. Owens

My commission expires:

Notary Public

Notarial Seal
Kathleen F. Owens, Notary Public
Bethlehem, Lehigh County
My Commission Expires Oct. 19, 1996
Member, Pennsylvania Association of Notaries