

# Union Pacific Corporation



0-032A013

Jack E. Jerrett  
Senior Corporate Attorney

January 31, 1990

RECORDATION NO. 16410-B FILED 1425

BY FEDERAL EXPRESS

FEB 1 1990 - 11 35 AM

INTERSTATE COMMERCE COMMISSION

Honorable Noretta R. McGee  
Secretary  
Interstate Commerce Commission  
12th Street and Constitution Ave., N.W.  
Washington, D.C. 20423

Re: Lease Agreement, Dated June 21, 1989, Between  
Union Pacific Railroad Company and Electro-Motive  
Division, General Motors Corporation

Dear Ms. McGee:

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, effective as of January 31, 1990 (the "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 Lease Agreement, dated as of June 21, 1989 (the "Lease Agreement"), between the Lessor and the Lessee, which was filed with the Commission on July 5, 1989 and assigned Recordation No. 16410.

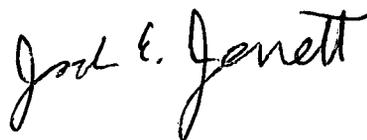
The names and addresses of the parties to the enclosed Lease Termination are as follows:

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

The Lease Termination provides for the termination of the Lease Agreement with respect to ten (10) General Motors 60 Series Diesel-Electric Locomotives with road numbers UP6184, UP6187, UP6192, UP6194, UP6196, UP6198, UP6200, UP6201, UP6203, and UP6205. With the execution of the Lease Termination, there are no additional units of equipment covered by the Lease Agreement.

I have also enclosed a check for \$15.00 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 me in the enclosed self-addressed stamped envelope.

Sincerely,

A handwritten signature in cursive script that reads "Joel E. Jenett". The signature is written in black ink and is positioned to the right of the word "Sincerely,".

JEJ:ccm  
Enclosures

**Interstate Commerce Commission**  
Washington, D.C. 20423

2/2/90

OFFICE OF THE SECRETARY

Jack E. Jerett  
Union Pacific Corporation  
Eighth & Eaton Avenues  
Bethlehem, PA. 18918

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 2/1/90 at 11:35am, and assigned recordation number(s). 16410-B

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

RECORDATION NO. 16410-B FILED 1425

FEB 1 1990 -11 35 AM  
INTERSTATE COMMERCE COMMISSION

EXHIBIT C

LEASE AGREEMENT TERMINATION

This terminates the Lease Agreement, dated June 21, 1989, ("Lease") between Union Pacific Railroad Company, "UP", a Utah corporation, and Electro-Motive Division, General Motors Corporation ("EMD"), a Delaware corporation.

WHEREAS, UP and EMD executed a Lease Agreement, dated June 21, 1989, relating to the equipment described in Exhibit A hereto ("Locomotives");

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, as recorded on July 5, 1989 at 10:15 AM. Recordation No. 16410.

WHEREAS, the parties hereto desire to terminate and cancel the Lease 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, UP and EMD agree as follows:

1. UP and EMD hereby terminate and cancel the Lease, effective January 31, 1990.
2. The parties agree to record this Agreement with the ICC so as to release the lien against the Equipment constituted by the Lease.
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, UP 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.

UNION PACIFIC RAILROAD COMPANY

ELECTRO-MOTIVE DIVISION  
GENERAL MOTORS CORPORATION

By: [Signature]

By: [Signature]  
John Jarrell

Title: Assistant Treasurer

Title: Vice President & General Manager

By: [Signature]  
Assistant Secretary

State of Illinois )  
County of Cook ) ss.

On this 31<sup>st</sup> day of January, 1989<sup>90th</sup>, before me personally appeared John W. Jarrell, to me personally known, who, being by me duly sworn, did say that he is a V.P. & General Manager 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.

Juanita Acantilado  
Notary Public

My commission expires:

April 17, 1992



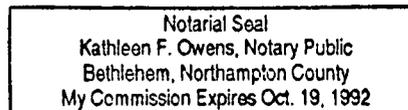
State of Pennsylvania )  
County of Lehigh ) ss.

On this 31<sup>st</sup> day of January, 1989<sup>90th</sup>, before me personally appeared Edwin A. Walker, to me personally known, who, being by me duly sworn, did say that he is an Assistant Treasurer of 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.

Kathleen F. Owens  
Notary Public

My commission expires:

October 19, 1992



Member, Pennsylvania Association of Notaries

Exhibit A

<u>Number of Units</u>	<u>Description</u>	<u>Road Numbers</u>
10	3,800 H.P. SD-60 Diesel-Electric Locomotives	6184, 6187, 6192, 6194, 6196, 6198, 6200, 6201, 6203, 6205