

BALL, JANIK & NOVACK

ATTORNEYS AT LAW

1101 PENNSYLVANIA AVE. N.W., SUITE 1035
WASHINGTON, D. C. 20004
TELEPHONE (202) 638-3307
TELECOPY (202) 783-6947

101 S.W. MAIN ST. SUITE 1100
PORTLAND, OREGON 97204 3274
TELEPHONE (503) 228-2525
TELECOPY (503) 295-1058

April 21, 1995

Louis E. Gitomer
Direct Dial: (202)466-6532

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, DC 20423

RECORDATION NO. 7607-H FILED 1495

APR 21 1995 - 3 20 PM

INTERSTATE COMMERCE COMMISSION

Dear Secretary Williams:

I have enclosed the original and three certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11303.

The document is a Partial Lease Termination Certificate, a secondary document, dated May 14, 1993. The primary documents to which this document is connected are recorded under Recordation Nos. 7447 and 7607. We request that this document be recorded under Recordation Nos. 7447-L and 7607-H.

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

Lessor:

GATX Third Aircraft Corporation
Four Embarcadero Center
Suite 2200
San Francisco, CA 94111

Lessee:

Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179

A description of the equipment covered by the document consists of 28 2,800 cubic foot 100-ton open top hopper cars numbered WP 10088, 10090, 10093, 10094, 10105,

C. Quastant - McDonald

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Honorable Vernon A. Williams
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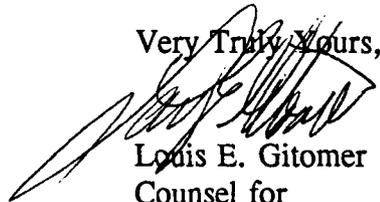
10107, 10108, 10116, 10126, 10130, 10138, 10144, 10148, 10149, 10159, 10161, 10164,
10165, 10167, 10169, 10171, 10178, 10180, 10181, 10185, 10191, 10196, and 10199.

A fee of \$42.00 is enclosed. Please return the original and one certified copy to:

Louis E. Gitomer
Of Counsel
Ball, Janik & Novack
Suite 1035
1101 Pennsylvania Avenue, N.W.
Washington, DC 20004

A short summary of the document to appear in the index follows: a Partial Lease Termination Certificate, between, GATX Third Aircraft Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, and Union Pacific Railroad Company, 1416 Dodge Street, Omaha, NE 68179, covering 28 2,800 cubic foot 100-ton open top hopper cars numbered WP 10088, 10090, 10093, 10094, 10105, 10107, 10108, 10116, 10126, 10130, 10138, 10144, 10148, 10149, 10159, 10161, 10164, 10165, 10167, 10169, 10171, 10178, 10180, 10181, 10185, 10191, 10196, and 10199.

Very Truly Yours,



Louis E. Gitomer
Counsel for
GATX Third Aircraft Corporation

Enclosures

7607-H

APR 27 1993

PARTIAL LEASE TERMINATION CERTIFICATE

The undersigned hereby certify that the Leases (as hereafter defined) have been terminated solely with respect to the Units listed below and that such Leases otherwise remain in full force and effect:

MidWest Freight Car
2800 Cubic Foot 100 Ton
R. B. Units Built in 1974 Bearing Car Numbers as per Exhibit A

The obligations or indemnities in the Leases which by their terms continue beyond the expiration or termination of the Leases shall be unaffected by this termination.

The "Leases" shall mean collectively the Lease of Railroad WP Equipment, dated as of February 1, 1974, as amended by Amendment No. 1, dated as of January 1, 1990 and Amendment No. 2, dated as of January 1, 1993 (regarding Unit numbers WP 10086-10178), between The Union Pacific Railroad Company (as successor to The Western Pacific Railroad Company), as Lessee ("Lessee"), and GATX Third Aircraft Corporation (as successor to GATX Aircraft Corporation ("GATX"), as successor to Wells Fargo Bank, National Association, Trustee), as Lessor ("Lessor"), recorded with the Interstate Commerce Commission ("ICC") under numbers 7447, 7447-E and 7447-G, respectively; and the Lease of Railroad Equipment, dated as of February 1, 1974, as amended by Amendment No. 1, dated as of January 1, 1990 (regarding Units WP-10179-10200), between Lessee and GATX, as Lessor, recorded with the Interstate Commerce Commission ("ICC") under numbers 77607 and 7607-C, respectively.

LESSOR

LESSEE

GATX THIRD AIRCRAFT
CORPORATION

UNION PACIFIC RAILROAD
COMPANY

By Thomas C. Reed

By Marlyn Estmann

Title _____

Title Manager Freight Car Planning,
Standards & Programs

Date _____

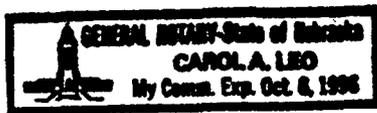
Date May 14, 1993

[Notary Acknowledgements on Separate Page]

nebraska
State of California)
County of Douglas)
County of San Francisco)

On May 14, 1993 before me, Carol A. Leo Notary Public, personally appeared Martin E. Mann, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.



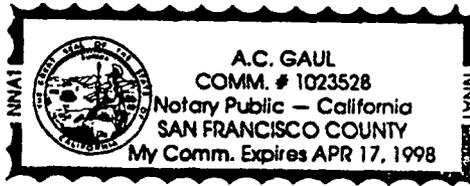
Carol A. Leo
Notary Public

Capacity Claimed by Signer:

- Individual Corporate Officer _____ Partner Limited
 Attorney-in-fact Trustee Title(s) General
 Other _____

Signer is Representing Union Pacific

State of California)
)
County of)



On April 19, 1995 before me, A.C. Gaul, Notary Public, personally appeared Thomas C Nord, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

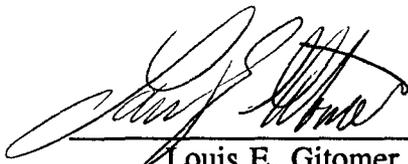
A.C. Gaul
Notary Public

EXHIBIT A

WP	10088	WP	10116	WP	10159	WP	10178
	10090		10126		10161		10180
	10093		10130		10164		10181
	10094		10138		10165		10185
	10105		10144		10167		10191
	10107		10148		10169		10196
	10108		10149		10171		10199

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Partial Lease Termination Certificate, dated May 14, 1993, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
April 21, 1995