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A T T O R N E Y S

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September 22, 2000

RECORDATION NO. 18215-A FILED

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

SEP 22 '00 1-51 PM  
SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

I have enclosed four originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Locomotive Operating Lease Agreement Partial Termination, a secondary document, dated as of August 14, 2000. The primary document to which this is connected is recorded under Recordation No. 18215. We request that this document be recorded under Recordation No. 18215-A.

The names and addresses of the parties to the Locomotive Operating Lease Agreement Partial Termination are:

Lessor:

General Motors Corporation (Electro-Motive Division)  
9301 W. 55<sup>th</sup> Street  
LaGrange, IL 60525

Lessee:

Union Pacific Railroad Company  
1416 Dodge Street  
Omaha, NE 68179

A description of the equipment covered by the Locomotive Operating Lease Agreement Partial Termination consists of five GP-38-2 2000 horsepower diesel electric locomotives

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September 22, 2000  
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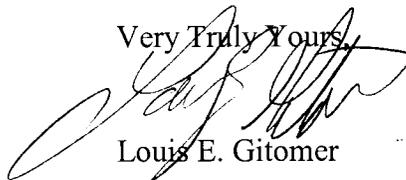
numbered UP 1910, 1912, 1923, 1932, and 789 (formerly EMD 740, 744, 766, 784, and 789, respectively, formerly PC 7940, 7944, 7966, 7984, and 7989, respectively).

A fee of \$26.00 is enclosed. Please return three originals to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Locomotive Operating Lease Agreement Partial Termination between General Motors Corporation (Electro-Motive Division), 9301 W. 55<sup>th</sup> Street, LaGrange, IL 60525, and Union Pacific Railroad Company, 1416 Dodge Street, Omaha, NE 68179, covering five GP-38-2 2000 horsepower diesel electric locomotives numbered UP 1910, 1912, 1923, 1932, and 789 (formerly EMD 740, 744, 766, 784, and 789, respectively, formerly PC 7940, 7944, 7966, 7984, and 7989, respectively).

Very Truly Yours,



Louis E. Gitomer

Enclosures

LOCOMOTIVE OPERATING LEASE AGREEMENT PARTIAL TERMINATION

This Locomotive Operating Lease Agreement Partial Termination dated as of August ~~14~~, 2000 (the "Partial Termination") terminates the Locomotive Operating Lease Agreement, dated as of February 23, 1993 (the "Lease"), between General Motors Corporation (Electro-Motive Division) ("EMD"), a Delaware corporation, and Union Pacific Railroad Company ("UPC"), a Utah corporation with respect the locomotives identified in the Attachment (the "Locomotives").

WHEREAS, EMD and UPC executed a Locomotive Operating Lease Agreement, dated as of February 23, 1993, relating to the Locomotives that was duly filed for recordation with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 28, 1993 at 9:50 a.m., and was filed under Recordation No. 18215; and

WHEREAS, with respect to the Locomotives, EMD and UPC desire to terminate and cancel the Lease and to record this partial termination and cancellation;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, EMD and UPC agree as follows:

1. EMD and UPC hereby terminate and cancel the Lease with respect to the Locomotives.
2. EMD and UPC agree to record this Partial Termination with the Surface Transportation Board so as to release the lien against the Locomotives constituted by the Lease.
3. This Partial Termination may be executed by the parties in any number of counterparts, each executed counterpart constituting an original but altogether one and the same instrument.

IN WITNESS WHEREOF, the parties have caused this Partial Termination to be duly executed and delivered by their authorized officers as of the day and year first above written.

GENERAL MOTORS CORPORATION  
(ELECTRO-MOTIVE DIVISION)

By: [Signature]  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Keith A. McCanless  
Treasurer  
Electro-Motive Division  
General Motors Corporation

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SEP 22 '00 1:51 PM

SURFACE TRANSPORTATION BOARD

UNION PACIFIC RAILROAD COMPANY

By: [Signature]  
Name: DAVE BERGLITZ  
Title: SR. V.P. LEG. AFF.

State of Illinois )  
 ) ss.  
County of Cook )

On this 14<sup>th</sup> day of August, 2000, before me personally appeared Keith A. McCaless, to me personally known, who, being by me duly sworn, says that (s)he is Treasurer of General Motors Corporation (Electro-Motive Division), and that (s)he is duly authorized to sign the foregoing instrument on behalf of General Motors Corporation (Electro-Motive Division) and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of General Motors Corporation (Electro-Motive Division).

Kathryn J. Zicarelli  
Notary Public  
My commission expires:



State of Nebraska )  
County of Douglas ) ss.

On this 10<sup>th</sup> day of September, 2000, before me personally appeared Donna Bergley, to me personally known, who, being by me duly sworn, says that (s)he is Gen. Mgr. Much of Union Pacific Railroad Company, and that (s)he is duly authorized to sign the foregoing instrument on behalf of Union Pacific Railroad Company and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of Union Pacific Railroad Company.

Sheryl L. Alvey  
Notary Public  
My commission expires:

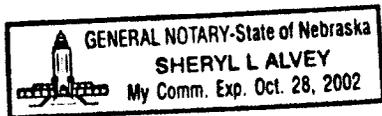


EXHIBIT A

Five GP38-2 2000 horsepower diesel electric locomotives as detailed below.

Original Road Number as delivered	Revised Road Numbering by EMD, July through December, 1987	Current Road Number
7940	740	1910
7944	744	1912
7966	766	1923
7984	784	1932
7989	789	789