



First Bank

First Bank Place
601 Second Avenue South
Minneapolis, MN 55402-4302

NEGOTIATION NO. 74984E FILED 1993

JUN 23 1993 2-05 PM

3-174A097

INTERSTATE COMMERCE COMMISSION

June 21, 1993

Mrs. Mildred Lee
Interstate Commerce Commission
12th Street and Constitution Avenue Northwest
Washington, D.C. 20423

7498

Dear Mrs. Lee:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. Section 11303 are one original and one photocopy of a Lease Termination Agreement dated as of June 9, 1993.

The names and addresses of the parties to the enclosed document are:

First Bank National Association (Lessor)
First Bank Place
601 Second Avenue South
Minneapolis, MN 55402

The Atchison, Topeka & Santa Fe Railway Company (Lessee)
1700 East Golf Road
Schaumburg, IL 60173-5860

A description of the railroad equipment covered by the enclosed document is set forth in the document itself. Also enclosed is a check in the amount of \$16.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee. Kindly return the stamped original of the enclosed document and the stamped photostatic copy of this letter to:

Bradley C. Gunstad
First Bank National Association
First Bank Place, MPFP 0904
601 Second Avenue South
Minneapolis, MN 55402

Very truly yours,

Bradley C. Gunstad

JUN 23 2 54 PM '93
MOTOR OPERATING UNIT

BCG/jg
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

6/24/93

OFFICE OF THE SECRETARY

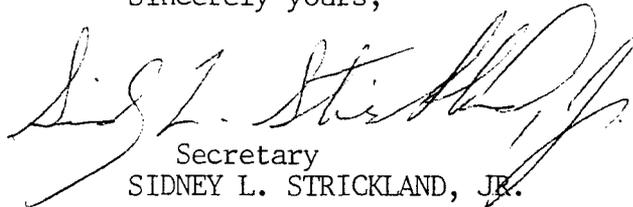
Bradley C. Gunstad
First Bank N.A.
First Bank Place
601 Second Avenue South
Minneapolis, MN.55402-4302

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 **6/23/93** at **255pm**, and assigned recordation number(s). **7498-E**

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

JUN 23 1993 2-55

LEASE TERMINATION AGREEMENT

INTERSTATE COMMERCE COMMISSION

This Lease Termination Agreement is dated as of June 9, 1993 by and between First Bank National Association, as Lessor (herein referred to as "Successor Lessor") and the Atchison, Topeka & Santa Fe Railway Company, as Lessee (herein referred to as "Lessee") in reference to the Lease of railroad equipment dated as of May 1, 1974, as amended (herein referred to as the "Lease").

WHEREAS, the Lease was entered into by Bank of New England, N.A. (the "Trustee"), pursuant to that certain Trust Agreement dated as of May 1, 1974, as amended, (the "Trust Agreement") between American Road Equity Corporation ("Original Owner") and Successor Lessor is the successor by purchase of the interest of Original Owner in the Trust Agreement.

WHEREAS, the Lessee and certain manufacturers (the "Manufacturers") and Mercantile Safe Deposit & Trust Company (the "Agent") have heretofore entered into a Conditional Sale Agreement dated as of May 1, 1974 (the "CSA") regarding the purchase of various railroad locomotives, including: 17 2,300 H.P. model EMD GP-39-2 locomotives bearing Santa Fe road numbers 3600 to 3616, both inclusive; 27 2,600 H.P. U-36-C Diesel Electric Locomotives, bearing Santa Fe road numbers 8736 to 8762, both inclusive; and, 9 3,600 H.P. Model EMD SD-45-2 Locomotives, bearing Santa Fe road numbers 5705 to 5714, both inclusive (all such locomotives being collective referred to herein as the "Units").

WHEREAS, the Manufacturers, the Agent and the Trustee have entered into an Agreement and Assignment dated as of May 1, 1974 (the "Agreement and Assignment").

WHEREAS, the agent and the Federal Deposit Insurance Corporation, as receiver of Bank of New England, N.A. have entered into a Termination Agreement (herein referred to as the "Termination Agreement") dated as of May 8, 1992 terminating the Agent's CSA and the Agreement and Assignment.

WHEREAS, the Federal Deposit Insurance Corporation as receiver of the Bank of New England, N.A. and First Bank National Association have entered into an Assignment and Assumption Agreement dated as of May 8, 1992 (herein referred to as the "Assignment and Assumption Agreement") terminating the Trust Agreement and assigning the Lessor's interest in the Lease to Successor Lessor.

WHEREAS, the CSA, the Agreement and Assignment and the Lease are herein referred to as the "Original Documents" and the Termination Agreement and the Assignment and Assumption Agreement are herein referred to as the "Termination Documents".

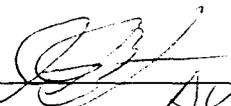
WHEREAS, the Original Documents were filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on May 3, 1974, recordation numbers 7498 through 7498-B and the Termination Documents were filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on May 14, 1992, recordation numbers 7498-C and 7498-D

WHEREAS, the Lessee has returned all of the Units to Successor Lessor and Successor has sold the Units.

NOW, THEREFORE, in consideration of the mutual promises and covenants set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Lessor and the Lessee hereby terminate the Lease (except for any indemnities expressly stated to survive termination of the Lease) and all of Lessee's right, title and interest in and to the Units.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed by the duly authorized officers.

FIRST NATIONAL BANK ASSOCIATION

By 
Its DVP

**THE ATCHISON, TOPEKA & SANTA FE
RAILROAD COMPANY**

By 
Title Sr. V.P. AT&S + CFO

STATE OF MINNESOTA)

)

COUNTY OF HENNEPIN)

On this ___day of June, 1993, before me personally came James Koski, to me known, who, being by me duly sworn, did depose and say that he is the Assistant Vice President of First Bank National Association, and he acknowledged to me he executed the foregoing document on behalf of said First Bank National Association by order of its Board of Directors and that such document was the free act and deed of said First Bank National Association.

Witness my hand and official seal.

Cheryl Van Brunt

Notary Public in and for said State *Minnesota*

My commission expires: *8/19/98*



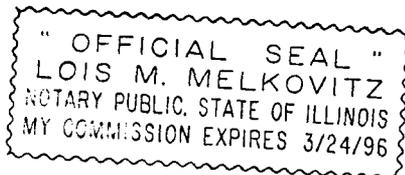
STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 10 day of June, 1993, before me personally came _____
DENISE SPRINGER, to me known, who, being by me duly sworn, did
depose and say that he/she is the S.R.V.P., TREAS. & CFO of The
Atchison, Topeka & Santa Fe Railway Company, a _____
_____, and he/she acknowledged to me he/she executed the
foregoing document on behalf of said Corporation by order of its
Board of Directors and that such document was the free act and deed
of said Corporation.

Witness my hand and official seal.

Lois M. Melkovitz

Notary Public in and for said State



My commission expires:
