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RECORDATION NO 18811 - C + D  
FILED 1994

September 29, 1994

SEP 29 1994 - 10:30 AM

INTERSTATE COMMERCE COMMISSION

Direct Dial: (202)466-6532

0100383028

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

Dear Secretary Williams:

I have enclosed two originals of each of the two documents described below, to be recorded pursuant to 49 U.S.C. §11303.

I. The first document is a Termination of Interim User Agreement, a secondary document, dated as of September 29, 1994. The primary document to which this is connected is recorded under Recordation No. 18811. We request that this document be recorded under Recordation No. 18811-C.

The names and addresses of the parties to the Termination of Interim User Agreement are:

Lessor:

General Electric Company  
33 West Monroe Street  
Chicago, IL 60603

Lessee:

Southern Pacific Transportation Company  
One Market Plaza  
San Francisco, CA 94105

*C. Dunten parts - [Signature]*

LICENSING DIVISION  
SEP 29 1994  
SEP 29 1994

Honorable Vernon A. Williams  
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A description of the equipment covered by the Termination of Interim User Agreement consists of 50 Dash 9-44 CW locomotives numbered SP 8100-8149, inclusive.

II. The second document is a Termination of Assignment, a secondary document, dated as of September 29, 1994. The primary document to which this is connected is recorded under Recordation No. 18811. We request that this document be recorded under Recordation No. 18811-D.

The names and addresses of the parties to the Termination of Assignment are:

Assignor:

General Electric Company  
33 West Monroe Street  
Chicago, IL 60603

Assignee:

The Chase Manhattan Bank, N.A.  
1 Chase Manhattan Plaza  
New York, NY 10081

A description of the equipment covered by the Termination of Assignment consists of 50 Dash 9-44 CW locomotives numbered SP 8100-8149, inclusive.

A fee of \$36.00 is enclosed. Please return one original to:

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

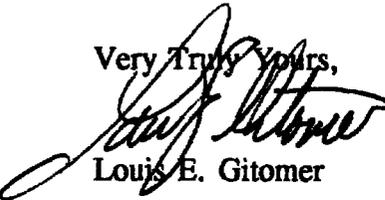
A short summary of the documents to appear in the index follows: (1) a Termination of Interim User Agreement by General Electric Company, 33 West Monroe Street, Chicago, IL 60603, and Southern Pacific Transportation Company, One Market Plaza, San Francisco, CA 94105; and (2) a Termination of Assignment by General Electric Company, 33 West Monroe Street, Chicago, IL 60603, and The Chase Manhattan Bank, N.A., 1 Chase

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Honorable Vernon A. Williams  
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Manhattan Plaza, New York, NY 10081, covering 50 Dash 9-44 CW locomotives numbered  
SP 8100-8149, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", written in a cursive style with a long, sweeping underline.

Louis E. Gitomer

Enclosures

18811-D  
SEP 29 1994  
RECORDED

**TERMINATION OF ASSIGNMENT**

**THIS TERMINATION OF ASSIGNMENT, made the 29th day of September, 1994 by and between General Electric Company, a New York corporation acting through its Transportation Systems Business Operation ("GE"), and The Chase Manhattan Bank, N. A. ("Chase").**

**WHEREAS, GE and Southern Pacific Transportation Company are parties to an Interim User Agreement dated as of May 13, 1994 (the "Agreement"), which Agreement was duly filed for recordation with the Interstate Commerce Commission (the "ICC") pursuant to 49 U.S.C. Section 11303, on May 17, 1994 and given Recordation Number 18811; and**

**WHEREAS, on July 1, 1994, GE assigned to Chase certain of its specified right, title and interest in the Agreement (the "Assignment"), which Assignment was duly filed for recordation with the ICC pursuant to 49 U.S.C. Section 11303, on July 1, 1994 and given Recordation Number 18811-A; and**

**WHEREAS, GE and Chase desire to terminate and cancel the Assignment in its entirety;**

**NOW THEREFORE, in consideration of the promises and other good and valuable consideration, the receipt of which is acknowledged, Chase and GE, intending to be legally bound, agree as follows:**

- 1. Chase and GE hereby terminate and cancel the Assignment, effective September 29 1994.**
- 2. The parties agree to record this Termination of Assignment with the ICC so as to terminate in its entirety any interest of Chase in the Agreement.**
- 3. This Termination of Assignment may be executed in one or more counterparts, each of which counterparts when so executed shall be deemed to be**

an original, but all of which counterparts, taken together, shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Chase and GE have each caused this Termination of Assignment to be duly executed by their authorized officers as of the day and year first above written.

ATTEST:

\_\_\_\_\_

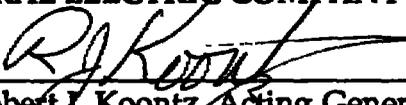
**THE CHASE MANHATTAN  
BANK, N. A.**

By: \_\_\_\_\_  
Frances M. Cox III, Vice President

ATTEST:

  
\_\_\_\_\_  
M. J. Baughman, Attesting Secretary

**GENERAL ELECTRIC COMPANY**

By:   
\_\_\_\_\_  
Robert J. Koontz, Acting General  
Manager, Americas Locomotive  
Marketing/Sales/Service

an original, but all of which counterparts, taken together, shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Chase and GE have each caused this Termination of Assignment to be duly executed by their authorized officers as of the day and year first above written.

ATTEST:

Nautil Cust  
Vice President and Senior  
Associate Counsel

THE CHASE MANHATTAN  
BANK, N. A.

By: [Signature]  
Frances M. Cox III, Vice President

ATTEST:

M. J. Baughman, Attesting Secretary

GENERAL ELECTRIC COMPANY

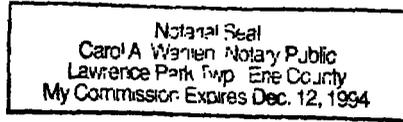
By: Robert J. Koontz, Acting General  
Manager, Americas Locomotive  
Marketing/Sales/Service

Commonwealth of Pennsylvania )  
 )  
County of Erie )

On this 26th day of September, 1994, before me personally appeared Robert J. Koontz, to me personally known, who, being duly sworn, did say that he is Acting General Manager, Americas Locomotive Marketing/Sales/Service 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 Clever  
Notary Public

My commission expires:



State of New York )  
 )  
County of New York )

On this 23rd day of September, 1994, before me personally appeared Frances M. Cox III, to me personally known, who, being duly sworn, did say that he is Vice President of The Chase Manhattan Bank, N. A., 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.

Angela C. Miele  
Notary Public

My commission expires: March 1996

ANGELA C. MIELE  
Notary Public, State of New York  
No. 24-4993011  
Qualified in Kings County  
Commission Expires March 1996