

Taylor, Morell & Gitomer

December 30, 1993

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0100079024

RECORDATION NO. 18506-A FILED 1-25

DEC 30 1993 - 5 00 PM

INTERSTATE COMMERCE COMMISSION

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Strickland:

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

The document is an Interim Lease Agreement Termination (Partial), a secondary document, dated December 30, 1993. The primary document to which this is connected is recorded under Recordation No. 18506. We request that this document be recorded under Recordation No. 18506-A.

The names and addresses of the parties to the Interim Lease Agreement Termination (Partial) are:

Lessor:

General Motors Corporation
Electro-Motive Division
LaGrange, IL 60525

Lessee:

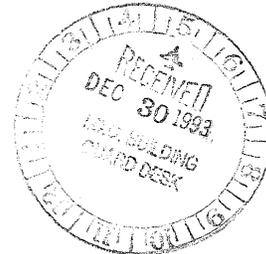
Southern Pacific Transportation Company
One Market Plaza
San Francisco, CA 94105

A description of the equipment covered by the Interim Lease Agreement Termination (Partial) consists of 15 GP60 3,800 HP locomotives numbered SP 9770-9784, inclusive.

LICENSING BRANCH

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RECEIVED
OFFICE OF THE
SECRETARY



Carroll J. McDonald

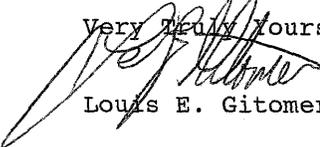
Honorable Sidney L. Strickland, Jr.
December 30, 1993
Page 2

A fee of \$18.00 is enclosed. Please return five originals
to:

Louis E. Gitomer
Taylor, Morell & Gitomer
Suite 210
919 18th Street, N.W.
Washington, DC 20006

A short summary of the document to appear in the index
follows: an Interim Lease Agreement Termination (Partial),
between General Motors Corporation, Electro-Motive Division,
LaGrange, IL 60525, and Southern Pacific Transportation Company,
One Market Plaza, San Francisco, CA 94105, covering 15 GP60 3,800
HP locomotives numbered SP 9770-9784, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

Interstate Commerce Commission
Washington, D.C. 20423

1/3/94

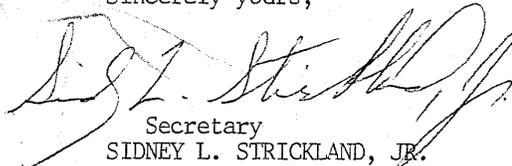
OFFICE OF THE SECRETARY

Louis E. Gitomer
Taylor, Morell & Gitomer
919 18th St N.W. Suite 210
Washington, D.C. 20006

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 12/30/93 at 5:00PM, and assigned
recording number(s). 18506-A

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

2/1/94

RECORDATION NO. 18506-A

DEC 30 1993 - 5 00 PM

INTERSTATE COMMERCE COMMISSION

INTERIM LEASE AGREEMENT TERMINATION (PARTIAL), dated December 30, 1993, between Southern Pacific Transportation Company, a Delaware corporation (the "Interim Lessee"), and General Motors Corporation (Electro-Motive Division), a Delaware corporation (the "Interim Lessor").

WHEREAS, the Interim Lessee and the Interim Lessor have entered into an Interim Lease Agreement, dated as of November 1, 1993 (the "Interim Lease"), covering 25 GP60 locomotives (having road numbers SP 9770 through and including SP 9794) and 25 SD70M locomotives (having road numbers SP 9800 through and including SP 9824) (collectively, the "Units");

WHEREAS, the Interim Lease was duly filed for recordation with the Interstate Commerce Commission (the "ICC") pursuant to 49 U.S.C. Section 11303 on December 9, 1993, at 9:45 a.m., and was filed under Recordation No. 18506; and

WHEREAS, the Interim Lessee and the Interim Lessor desire to terminate the Interim Lease with respect to certain of the Units and to record such termination with the ICC;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is hereby acknowledged, the Interim Lessee and the Interim Lessor hereby agree as follows:

SECTION 1. Termination of Interim Lease as to Certain Units. The Interim Lessor and the Interim Lessee hereby terminate the Interim Lease as to the following Units:

<u>No. of Units</u>	<u>Description</u>	<u>Road Numbers</u>
15	GP60 3,800 HP Locomotives	SP 9770-9784, inclusive

SECTION 2. Recordation with ICC. The Interim Lessor and the Interim Lessee agree to record this instrument with the ICC on the date hereof or as promptly as practical thereafter.

SECTION 3. Continuation of Interim Lease as to Certain Units. The Interim Lessor and the Interim Lessee hereby acknowledge that the Interim Lease shall continue in full force and effect as to all Units set forth on Exhibit A hereto.

SECTION 4. Counterparts. This Interim Lease Termination Agreement may be executed by the parties hereto in one or more separate counterparts, and all of said counterparts taken together shall together constitute one and the same instrument.

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

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By: *Wynne Decker*

Title: *Treasurer*

GENERAL MOTORS CORPORATION
ELECTRO-MOTIVE DIVISION

By: _____

Title: _____

SECTION 4. Counterparts. This Interim Lease Termination Agreement may be executed by the parties hereto in one or more separate counterparts, and all of said counterparts taken together shall together constitute one and the same instrument.

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

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By: _____

Title: _____

GENERAL MOTORS CORPORATION
ELECTRO-MOTIVE DIVISION

By: *K. Kimbom*

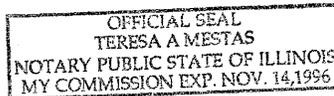
Title: *ASST. SECRETARY*

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 28th day of December, 1993, before me personally appeared Lynn Ducken, to me personally known, who being by me duly sworn, says that she is the Treasurer of SOUTHERN PACIFIC TRANSPORTATION COMPANY, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Teresa A. Mestas
Notary Public

[NOTARIAL SEAL]



My Commission Expires:

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 28th day of December, 1993, before me personally appeared Keith McCaless, to me personally known, who being by me duly sworn, says that he is the Assistant Secretary of GENERAL MOTORS CORPORATION ELECTRO-MOTIVE DIVISION, that said instrument was signed on such date on behalf of said 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 said corporation.



Linda J. Webster

Notary Public

[NOTARIAL SEAL]

My Commission Expires:

Exhibit A

Remaining Units

<u>No. of Units</u>	<u>Description</u>	<u>Road Numbers</u>
10	GP60 3,800 HP Locomotives	SP 9785-9794, inclusive
25	SD70M 4,000 HP Locomotives	SP 9800-9824, inclusive