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August 31, 1994

RECORDATION NO. 18506-DD FILED 1425

AUG 31 1994 - 3 40 PM

INTERSTATE COMMERCE COMMISSION

Direct Dial: (202)466-6532

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

RECEIVED
OFFICE OF THE
SECRETARY
AUG 31 3 36 PM '94
LICENSING BRANCH

Dear Secretary Williams:

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 (Final), a secondary document, dated August 31, 1994. 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-DD.

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

Lessor:

General Motors Corporation
Electro-Motive Division
LaGrange, IL 60525

Lessee:

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

Judith McDonald

BALL, JANIK & NOVACK

Honorable Vernon A. Williams
August 31, 1994
Page 2

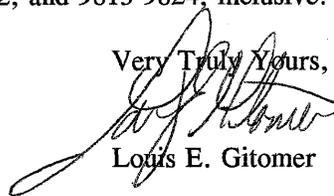
A description of the equipment covered by the Interim Lease Agreement Termination (Final) consists of 13 SD70M 4,000 HP locomotives numbered SP 9802, and 9813-9824, inclusive.

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

Louis E. Gitomer
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: an Interim Lease Agreement Termination (Final), between General Motors Corporation, Electro-Motive Division, LaGrange, IL 60525, and Southern Pacific Transportation Company, One Market Plaza, San Francisco, CA 94105, covering 13 SD70M 4,000 HP locomotives numbered SP 9802, and 9813-9824, inclusive.

Very Truly Yours,

A handwritten signature in dark ink, appearing to read "Louis E. Gitomer", is written over the typed name below.

Louis E. Gitomer

Enclosure

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

AUGUST 31, 1994

LOUIS E. GITOMER
BALL, JANIK & NOVACK
1101 PA AVE NW SUITE 1035
WASHINGTON DC 20004

Dear MR. GITOMER:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/31/94 at 3:40PM, and assigned recordation number(s). 18506-DD

Sincerely yours,

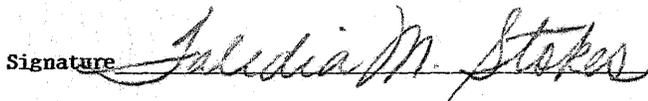


Vernon A. Williams
Acting Secretary

Enclosure(s)

\$ 18.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. 18506-DD
FILED 1925

AUG 31 1994 -3 40 PM

INTERSTATE COMMERCE COMMISSION

INTERIM LEASE AGREEMENT TERMINATION (FINAL), dated August 31, 1994, 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 SP9770 through and including SP9794) and 25 SD70M locomotives (having road numbers SP9800 through and including SP9824) (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 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. The Interim Lessor and the Interim Lessee hereby terminate the Interim Lease.

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. 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: *Lynn Ducken*
Lynn Ducken
Title: Treasurer

GENERAL MOTORS CORPORATION
(ELECTRO-MOTIVE DIVISION)

By: _____
Title: _____

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: *F. J. ...*

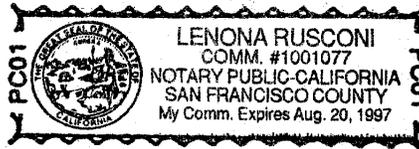
Title: Asst. Secretary

STATE OF CALIFORNIA)
) SS
COUNTY OF SAN FRANCISCO)

On August 25, 1994, before me, Lenona Rusconi
Notary Public, personally appeared LYNN DUCKEN, personally known
to me to be the person whose name is subscribed to the within
instrument and acknowledged to me that she executed the same in
her authorized capacity, and that by 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.

Lenona Rusconi



STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this _____ of August, 1994, before me
personally appeared _____, to me personally known, who
being by me duly sworn, said that he is _____ of
GENERAL MOTORS CORPORATION (ELECTRO-MOTIVE DIVISION), that said
instrument was signed on behalf of said corporation on such day
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.

Notary Public

[NOTARIAL SEAL]

My commission expires: _____

STATE OF CALIFORNIA)
) SS
COUNTY OF SAN FRANCISCO)

On August __, 1994, before me, _____,
Notary Public, personally appeared LYNN DUCKEN, personally known
to me to be the person whose name is subscribed to the within
instrument and acknowledged to me that she executed the same in
her authorized capacity, and that by 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.

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 29 of August, 1994, before me
personally appeared K. A. McCanness, to me personally known, who
being by me duly sworn, said that he is Asst. Secretary of
GENERAL MOTORS CORPORATION (ELECTRO-MOTIVE DIVISION), that said
instrument was signed on behalf of said corporation on such day
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.

M. A. Gonzalez
Notary Public

[NOTARIAL SEAL]

My commission expires: _____

"OFFICIAL SEAL"
M. A. Gonzalez
Notary Public, State of Illinois
My Commission Expires 6/22/97