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The Atchison, Topeka and Santa Fe Railway Company

1700 East Golf Road
Schaumburg, Illinois 60173-5860

Direct Dial: (708) 995-6819
Facsimile: (708) 995-6846

RECORDATION NO. 18702-C FILED 1925

PLEASE STAMP AND RETURN TO SANTA FE

JUN 6 - 1994 - 11 35 AM

INTERSTATE COMMERCE COMMISSION

May 31, 1994

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

LICENSING BRANCH

JUN 6 11 31 AM '94

RECEIVED
OFFICE OF THE
SECRETARY

Re: The Atchison, Topeka and Santa Fe Railway Company
Termination of Interim User Agreement Pertaining to
Interim User Agreement Dated February 1, 1994,
Filed with the Interstate Commerce Commission
on February 16, 1994 at 2:40 p.m., Recordation No. 18702

Dear Mr. Strickland:

Enclosed herewith please find an original and two (2) counterparts of the document described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Termination of Interim User Agreement, a secondary document, dated as of May 25, 1994. The primary document to which this document is connected is recorded under Recordation No. 18702.

The name and addresses of the parties to this document are:

Lessor:

General Electric Company
2901 East Lake Road
Erie, Pennsylvania 16531

Lessee:

The Atchison, Topeka and Santa Fe Railway Company
1700 East Golf Road
Schaumburg, Illinois 60173-5860

counterparts

Mr. Sidney L. Strickland, Jr.
May 31, 1994
Page 2

The equipment covered by the Partial Termination of Interim User Agreement consists of four (4) General Electric Diesel Locomotives, bearing Road Nos. 642, 644, 646, and 648.

For the convenience of the parties, I have enclosed two (2) additional counterparts of the Termination of Interim User Agreement, which I would like to have returned to me bearing the recordation information.

Enclosed please find Check No. 4103, dated May 31, 1994, for the amount of \$18.00 for payment for the Commission's prescribed recordation fee.

A short summary of the enclosed document to appear in the Commission's Index is:

Secondary Document

Termination of Interim User Agreement dated April 24, 1994, pertaining to Interim User Agreement dated February 1, 1994, filed with the Interstate Commerce Commission on February 16, 1994, at 2:40 p.m., Recordation No. 18702, terminating the Interim User Agreement as to four (4) General Electric Diesel Locomotives bearing Road Nos. 642, 644, 646, and 648, thereby terminating and canceling the Lease in its entirety.

If you have any questions or comments concerning this request, please contact me.

Very truly yours,



Craig N. Smetko
General Attorney

CNS:cns
Enclosures

cc: Michael J. Baughman, Esq.

Interstate Commerce Commission

Washington, D.C. 20423

June 6, 1994

OFFICE OF THE SECRETARY

Craig N. Smetko
ATCHISON, TOPEKA & SANTA FE RAILWAY CO
1700 EAST GOLF ROAD
SCHAUMBURG ILLINOIS 60173-5860

Dear MR. SMETKO:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on JUNE 6, 1994 at 11:35AM , and assigned
recording number(s). 18702-C

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

18702-C
JUN 6 - 1994 - 11 35 AM

INTERSTATE COMMERCE COMMISSION

TERMINATION OF INTERIM USER AGREEMENT

THIS TERMINATION OF INTERIM USER AGREEMENT, made the 25th day of May, 1994 by and between General Electric Company, a New York corporation acting through its Transportation Systems Business Operation ("GE"), and The Atchison, Topeka and Santa Fe Railway Company, a Delaware corporation ("Railroad").

WHEREAS, GE and Railroad are parties to an Interim User Agreement dated as of February 1, 1994 (the "Lease"), which Lease was duly filed for recordation with the Interstate Commerce Commission (the "ICC") pursuant to 49 U.S.C. Section 11303, on February 16, 1994, at 2:40 p.m. and given Recordation Number 18702; and

WHEREAS, on April 13, 1994, GE and Railroad terminated and canceled the Lease, but solely with respect to 40 of the 50 locomotives covered thereby; and

WHEREAS, on April 24, 1994, GE and Railroad terminated and canceled the Lease, but solely with respect to six of the 50 locomotives covered thereby; and

WHEREAS, GE and Railroad desire to terminate and cancel the Lease with respect to the four remaining locomotives, and thereby to terminate and cancel the Lease in its entirety;

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

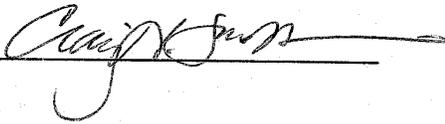
1. Railroad and GE hereby terminate and cancel the Lease, effective May 27, 1994 with respect to locomotives bearing road numbers 642, 644, 646 and 648, thereby terminating and canceling the Lease in its entirety.

2. The parties agree to record this Termination of Interim User Agreement with the ICC so as to release GE's lien against all 50 of locomotives originally covered thereby.

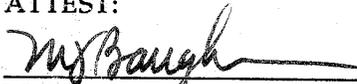
3. This Termination of Interim User Agreement may be executed in one or more counterparts, each of which counterparts when so executed shall be deemed to be an original, but all of which counterparts, taken together, shall constitute but one and the same instrument.

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

ATTEST:



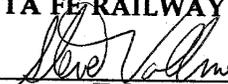
ATTEST:



M. J. Baughman, Attesting Secretary

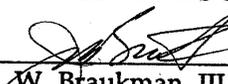
Approved as to Form by Legal Operation
 Attorney
5-10-94 Date

THE ATCHISON, TOPEKA AND
SANTA FE RAILWAY COMPANY

By: 

L. STEVEN VOLLMER
Title Assistant Vice President-Finance

GENERAL ELECTRIC COMPANY

By: 

J. W. Braukman, III, Manager -
Transportation Systems
Finance Operation

Commonwealth of Pennsylvania)
)
County of Erie)

On this 13th day of May, 1994, before me personally appeared J. W. Braukman, III, to me personally known, who, being duly sworn, did say that he is Manager - Transportation Systems Finance Operation 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.

My commission expires:

Notarial Seal
Carol A. Wahlen, Notary Public
Lawrence Park Twp. Erie County
My Commission Expires Dec. 12, 1994

Notary Public

Carol A. Wahlen

State of ILLINOIS)
)
County of COOK)

On this 17 day of May, 1994, before me personally appeared STEVE VOLLMER
FINANCE, to me personally known, who, being duly sworn, did say that he or she is AVP-
of The Atchison, Topeka and Santa Fe Railway Company, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he or she acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

My commission expires:

Lois M. Melkovitz
Notary Public

" OFFICIAL SEAL "
LOIS M. MELKOVITZ
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 3/24/96