

RECORDATION NO. 18633-B FILED

SEP 22 '97 2-50 PM

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OF COUNSEL  
URBAN A. LESTER

*Country Int - Galt*

September 22, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
SEP 22 2 47 PM '97

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), and the regulations thereunder, are two (2) copies of a Letter, dated April 19, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Master Equipment Lease Agreement, which was previously filed with the Commission under Recordation Number 18633.

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

Lessor: Pitney Bowes Credit Corporation  
3020 Old Ranch Parkway, Suite 410  
Seal Beach, CA 90740

Lessee: Motivepower Industries, Inc.  
f/k/a MK Rail Corporation  
*1200 Reedsdale Street*  
*Pittsburgh, PA 15233*

A description of the railroad equipment covered by the enclosed document is set forth in the Memorandum of Lease as originally filed herein.

Mr. Vernon A. Williams  
September 22, 1997  
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Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one (1) stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord".

Robert W. Alvord

RWA/bg  
Enclosures

RECORDATION NO. 18633-B FILED

SEP 22 '97 2-50 PM

April 19, 1997

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street N.W., Room 702  
Washington, D.C. 20423

Re: Memorandum of Master Equipment Lease Agreement dated as of  
December 10, 1993, recorded with the Interstate Commerce  
Commission on December 30, 1993 as Document No. 18633

Dear Mr. Secretary:

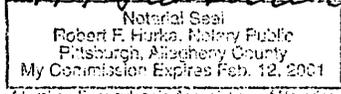
Reference is made to (1) the Master Equipment Lease Agreement No. 7746324 referred to in the above-referenced Memorandum, which Agreement is between Pitney Bowes Credit Corporation, as Lessor, and Morrison Knudsen Corporation, as original Lessee, and (2) the Memorandum of Assignment of Master Equipment Lease Agreement, dated as of August 31, 1995, among Pitney Bowes Credit Corporation, as Lessor, Morrison Knudsen Corporation, an Ohio corporation and Morrison Knudsen Corporation, a Delaware corporation, as Transferor Lessees, and MK Rail Corporation ("Transferee Lessee"), recorded with the Interstate Commerce Commission on September 22, 1995 as Document No. 18633-A.

The Transferee Lessee under the above documents has changed its name to "MotivePower Industries, Inc." Please note the foregoing name change in the index of documents recorded with the Surface Transportation Board.

Very truly yours,

MOTIVEPOWER INDUSTRIES, INC.,  
formerly known as MK RAIL CORPORATION

By: *Thomas P. Howard*  
Title: *V.P. of Finance*



PITNEY BOWES CREDIT CORPORATION

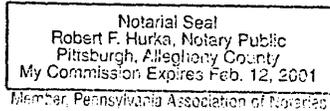
By: *Russell D. Lipe*  
Title: *Region Credit manager*

State of Pennsylvania )  
 ) ss.  
County of Allegheny )

On 4/18/97 before me, Robert F Hurka, personally appeared Thomas P Lyons, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature Robert F Hurka (Seal)



State of California )  
 ) ss.  
County of Orange )

On 7/9/97 before me, Patricia E. Heard, personally appeared Russell H. Super, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature Patricia E. Heard (Seal)



I, Russell D. Piper, hereby certify that I have reviewed and compared the attached photocopy to the original of the letter to Mr. Vernon Williams, Secretary, Surface Transportation Board dated April 19, 1997 referencing that certain Memorandum of Master Equipment Lease Agreement recorded with the Interstate Commerce Commission on December 30, 1993 as Document No. 18633, and hereby represent that the attached photocopy is a true and complete copy of the original.

  
\_\_\_\_\_  
Russell D. Piper

