

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



July 7, 1995

19308-A

JUL 7 1995 7:11 PM

VIA FEDERAL EXPRESS

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
12th and Constitution, N. W.
Washington, DC 20423

RECEIVED
OFFICE OF THE
SECRETARY
JUL 7 2 46 PM '95
LICENSING BRANCH

Adventures - P.H.

Re: The Atchison, Topeka and Santa Fe Railway Company
Recordation of Interim Use Agreement Termination dated as of
July 7, 1995, with Electro-Motive Division, General Motors
Corporation pertaining to an Interim Use Agreement dated as of
March 13, 1995, filed with the Interstate Commerce Commission
on March 22, 1995 at 9:50 a.m., Recordation No. 19308

Dear Mr. Williams:

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 an Interim Use Agreement Termination, a secondary document, dated
as of July 7, 1995. The primary document to which this document is connected is recorded
under Recordation No. 19308.

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

Lessor:

Electro-Motive Division, General Motors Corporation
9301 W. 55th Street
La Grange, Illinois 60525

Lessee:

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

CNSIDOC0387

A Santa Fe Pacific Company



Interstate Commerce Commission
Washington, D.C. 20423-0001

7/7/95

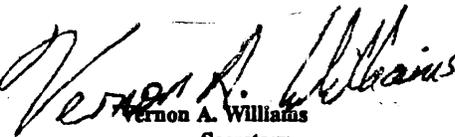
Office Of The Secretary

Craig N. Smetko
General Attorney
The Atchison, Topeka And Santa Fe Railway Company
1700 East Golf Road
Schaumburg, Illinois 60173-5860

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 7/7/95 at 2:50PM, and assigned recordation number(s). 19308-A and 19516-A.

Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 42.00 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



19308-A

INTERIM USE AGREEMENT TERMINATION

This Interim Use Agreement Termination dated as of July 7, 1995, terminates the Interim Use Agreement dated March 13, 1995, ("Agreement") between The Atchison, Topeka, and Santa Fe Railway Company, ("Railroad") a Delaware corporation, and Electro-Motive Division, General Motors Corporation ("EMD"), a Delaware corporation.

WHEREAS, Railroad and EMD executed the Agreement which relates to the equipment described in Exhibit A hereto ("Locomotives");

WHEREAS, the Agreement was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303 on March 22, 1995 at 9:50AM, Recordation No. 19308;

WHEREAS, the parties hereto desire to terminate and cancel the Agreement with respect to all of the equipment remaining thereunder and to record this termination and cancellation;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and EMD agree as follows

- 1. Railroad and EMD hereby terminate and cancel the Agreement with respect to all of the equipment thereunder, effective July 7, 1995.
- 2. The parties agree to record this Agreement with the ICC so as to release the lien constituted by the Agreement against all of the equipment thereunder.
- 3. This Agreement may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) shall together constitute but one and the same instrument.

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

THE ATCHISON, TOPEKA AND
 SANTA FE RAILWAY COMPANY
 By: [Signature]
 Title: L. STEVEN VOLLMER
Assistant Vice President-Finance

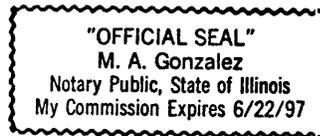
ELECTRO-MOTIVE DIVISION
 GENERAL MOTORS CORPORATION
 By: [Signature]
 Title: Director of Treasury & Finance
Assistant Secretary

State of Illinois §
County of Will -

On this 12th day of JULY, 1995, before me personally appeared Keith A. Mc Canless to me personally known, who, being by me duly sworn, did say that he is an Assistant Secretary of Electro-Motive Division, General Motors Corporation, that the 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.

M. A. Gonzalez
Notary Public

My commission expires:



State of ILLINOIS §
County of COOK -

On this 15th day of JULY, 1995, before me personally appeared L. STEVEN JOLLMER, to me personally known, who, being by me duly sworn, did say that he is a AUP-FINANCE of the AT&SF RAILWAY COMPANY, that the 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.

Lois M. Melkovitz
Notary Public

My commission expires:



EXHIBIT A

<u>NUMBER OF UNITS</u>	<u>DESCRIPTION OF EQUIPMENT</u>	<u>ROAD NUMBERS</u>
25	Model SD75M, 4300 HP 6-Axle, 6-Motor Turbo-charged Diesel Electric Locomotives	200 to 224, inclusive