

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY

1700 East Golf Road
Schaumburg, Illinois 60173-5860

Direct Dial: (708) 995-6819
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July 7, 1995

VIA FEDERAL EXPRESS

19516-A
JUL 7 1995

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

W.A.

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
June 8, 1995, filed with the Interstate Commerce Commission on
on July 5, 1995 at 11:15am Recordation No. 19516

2 Counterparts -

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 (Partial), a secondary document, dated as of July 7, 1995. The primary document to which this document is connected is recorded under Recordation No. 19516.

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

19516-A

INTERIM USE AGREEMENT TERMINATION
(PARTIAL)

This Interim Use Agreement Termination (Partial) dated as of July 7, 1995, terminates the Interim Use Agreement dated June 8, 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 only with respect to the following locomotives: Road Nos. 225, 226, 227, 228, 230, 232, 233 and 234, (hereinafter referred to as "Terminated Equipment"). The Agreement and the hereinafter described recordation with the Interstate Commerce Commission ("ICC") with respect to locomotives Road Nos. 229, 231 and 235 to 250 (inclusive) continues in full force and effect.

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 ICC pursuant to 49 U.S.C. Section 11303 on July 5, 1995 at 11:15 a.m., Recordation No. 19516;

WHEREAS, the parties hereto desire to terminate and cancel the Agreement with respect to the Terminated Equipment 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 the Terminated Equipment, effective July 7, 1995.
2. The parties agree to record this Agreement with the ICC so as to release the lien against the Terminated Equipment constituted by the Agreement.
3. The parties agree that the Agreement and the above mentioned recordation with the ICC shall continue in full force and effect with respect to the following locomotives: Road Nos. 229, 231 and 235 to 250 (inclusive).
4. 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: 

Title: L. STEVEN VOLLMER
~~Assistant Vice President - Finance~~

ELECTRO-MOTIVE DIVISION
GENERAL MOTORS CORPORATION

By: 

Title: Director of Treasury & Finance
~~Assistant Secretary~~

State of Illinois
County of Will §

On this 1ST 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:

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

State of ILLINOIS
County of COOK §

On this 1ST day of JULY, 1995, before me personally appeared L. STEVEN VOLLMER, to me personally known, who, being by me duly sworn, did say that he is a AVP-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 Melkovitz
Notary Public

My commission expires:

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

EXHIBIT A

<u>NUMBER OF UNITS</u>	<u>DESCRIPTION OF EQUIPMENT</u>	<u>ROAD NUMBERS</u>
26	Model SD75M, 4300 HP 6-Axle, 6-Motor Turbo-charged Diesel Electric Locomotives	225 - 250 (inclusive)

Mr. Vernon A. William
July 7, 1995
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The equipment covered by the Interim User Agreement Termination (Partial) consists of eight (8) Electro-Motive Division, General Motors Corporation Diesel Locomotives bearing Road Nos. 225, 226, 227, 228, 230, 232, 233 and 234.

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

Enclosed please find a check for payment of the Commission's prescribed recordation fee.

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

Secondary Document

Interim Use Agreement Termination (Partial) dated as of July 7, 1995, between Electro-Motive Division, General Motors Corporation ("Lessor") and The Atchison, Topeka and Santa Fe Railway Company ("Lessee") pertaining to an Interim Use Agreement dated as of June 8, 1995, filed with the Interstate Commerce Commission on July 5, 1995 at 11:15 am, Recordation No. 19516, terminating the Interim Use Agreement as to eight (8) Electro-Motive Division, General Motors Corporation Diesel Locomotives bearing Road Nos. 225, 226, 227, 228, 230, 232, 233 and 234.

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: Sharon D. Hatchett