

0100844012

BALL, JANIK & NOVACK
ATTORNEYS AT LAW

1101 PENNSYLVANIA AVE. N.W., SUITE 1035
WASHINGTON, D. C. 20004
TELEPHONE (202) 638-3307
TELECOPY (202) 783-6947

101 S.W. MAIN ST., SUITE 1100
PORTLAND, OREGON 97204 3274
TELEPHONE (503) 228-2525
TELECOPY (503) 295-1058

November 7, 1995

Louis E. Gitomer
Direct Dial: (202)466-6532

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

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. §11303.

The document is an Interim User Agreement Termination, a secondary document, dated November 7, 1995. The primary document to which this is connected is recorded under Recordation No. 19517. We request that this document be recorded under Recordation No. 19517-A.

The names and addresses of the parties to the Interim User Agreement Termination are:

Lessor:

General Electric Company
33 West Monroe Street
Chicago, IL 60603

Lessee:

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

A description of the equipment covered by the Interim User Agreement Termination consists of 75 General Electric AC4400 CW diesel-electric locomotives numbered SP 303-377, inclusive.

19517-A
FILED 1428
NOV 7 1995 10 12 AM
INTERSTATE COMMERCE COMMISSION

RECORDED
NOV 7 10 29 AM '95

Counterpart of [Signature]

BALL, JANIK & NOVACK

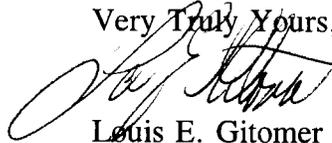
Honorable Vernon A. Williams
November 7, 1995
Page 2

A fee of \$21.00 is enclosed. Please return one original to:

Louis E. Gitomer
Of Counsel
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 User Agreement Termination by General Electric Company, 33 West Monroe Street, Chicago, IL 60603, and Southern Pacific Transportation Company, One Market Plaza, San Francisco, CA 94105, covering 75 General Electric AC4400 CW diesel-electric locomotives numbered SP 303-375, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

FILED NO. 19517-A
NOV 7 1995 10:12 AM
INTERSTATE COMMISSION

INTERIM USER AGREEMENT TERMINATION, dated November 7, 1995, between Southern Pacific Transportation Company, a Delaware corporation (the "SP"), and General Electric Company (acting through its Transportation Systems Business Operations) ("GE").

WITNESSETH:

WHEREAS, SP and GE have entered into an Interim User Agreement for the AC4400 CW Locomotives, dated as of July 1, 1995 (the "Interim Agreement"), covering 75 AC4400 CW locomotives (having road numbers SP303 through SP377) (collectively, the "Units"); and

WHEREAS, the Interim Agreement was duly filed for recordation with the Interstate Commerce Commission (the "ICC") pursuant to 49 U.S.C. Section 11303 on July 5, 1995, at 12:10 p.m., and was filed under Recordation No. 19517; and

WHEREAS, GE and SP desire to terminate the Interim Agreement with respect to all of the Units and to record such termination with the ICC;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, GE and SP hereby agree as follows:

1. Termination of Interim Agreement as to Units. GE and SP hereby terminate the Interim Agreement as to the following Units:

<u>No. of Units</u>	<u>Description Of Equipment</u>	<u>Road Numbers</u>
75	General Electric AC4400 CW Diesel-Electric Locomotives	SP 303-377, inclusive

2. Recordation with ICC. GE and SP agree to record this instrument with the ICC on the date hereof or as promptly as practical thereafter.

3. Counterparts. This Interim User Agreement Termination may be executed by the parties hereto in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their authorized officers as of the day and year first above written.

GENERAL ELECTRIC COMPANY

By:



Name: David B. Tucker
Title: General Manager

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By:

Name:
Title:

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their authorized officers as of the day and year first above written.

GENERAL ELECTRIC COMPANY

By:

Name:

Title:

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By:

Name:

L. C. Yarberry
L. C. Yarberry

Title:

Vice President Finance

