

# BNSF Burlington Northern Santa Fe

1700 East Golf Road Schaumburg, Illinois 60173-5860 (847) 995-6000

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PLEASE STAMP AND RETURN TO SANTA FE

April 8, 1996

19911-13

APR 8 3 03 PM

SEC COMMISSION

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

Re: The Atchison, Topeka and Santa Fe Railway Company  
Recordation of Interim User Agreement Termination (Final) dated  
as of April 8, 1996, with Electro Motive Division, General Motors Corporation

Dear Mr. Williams:

Enclosed herewith please find an original and three (3) counterparts of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code.

This document is an Interim Use Agreement Termination (Final) dated as of April 8, 1996, between Electro Motive Division, General Motors Corporation ("Manufacturer") and The Atchison, Topeka and Santa Fe Railway Company ("User"), a secondary document as defined in the Commission's Rules for the Recordation of Documents.

The enclosed document relates to the Interim Use Agreement which was previously filed with the Board under Recordation Number 19911.

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

Manufacturer:

Electro Motive Division, General Motors Corporation  
9301 West 55th Street  
La Grange, Illinois 60525

User:

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

APR 9 3 03 PM '96  
INTERSTATE COMMERCE COMMISSION  
RECORDATION

*Questionnaire - David Roberts*

Mr. Vernon A. Williams  
April 8, 1996  
Page 2

The equipment covered by the enclosed document consists of all of the locomotives remaining under the Interim Use Agreement, being fourteen (14) SD75M locomotives bearing Road Nos. 8251, 8252, 8257 through 8261, inclusive, 8263, 8266, and 8271 through 8275, inclusive.

For the convenience of the parties, I have enclosed three (3) additional counterparts of the Interim Use Agreement Termination (Final), which I would like to have returned to me bearing the recordation information.

Enclosed please find my personal check in the amount of \$21.00 payable to the Surface Transportation Board covering the prescribed recordation fee.

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

Very truly yours,

A handwritten signature in black ink, appearing to read 'C. Smetko', with a long horizontal line extending to the right.

Craig N. Smetko  
Senior General Attorney

CNS:cns  
Enclosures

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20427-0001

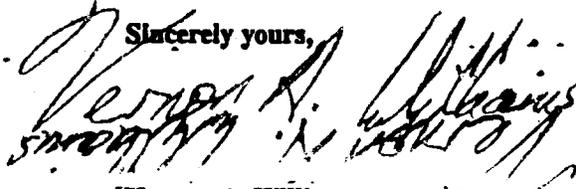
4/9/96

Craig N. Smeko  
Senior General Attorney  
Burlington Northern Santa Fe  
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 4/9/96 at 3:05PM, and assigned recordation number(s). 19911-B.

Sincerely yours,



Vernon A. Williams  
Secretary

Enclosure(s)

\$ 21.00 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





19911-13

1991-13 3 PM

STB COMMISSION

Electro-Motive Division General Motors Corporation, La Grange, Illinois 60525 (708) 387-6000

## INTERIM USE AGREEMENT TERMINATION (FINAL)

This terminates the Interim Use Agreement, dated January 19, 1996, (the "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 with respect to all of the locomotives remaining thereunder, i.e., Road Nos. 8251, 8252, 8257 through 8261, inclusive, 8263, 8266 and 8271 through 8275, inclusive (hereinafter referred to as "Terminated Equipment").

WHEREAS, Railroad and EMD executed the Agreement which relates to the equipment described in that Agreement: i.e. 25 SD75M locomotives bearing road numbers 8251 through 8275 inclusive (the "Locomotives");

WHEREAS, the Agreement was duly filed for recordation with the Surface Transportation Board ("STB") pursuant to 49 U.S.C. Section 11301 on January 25, 1996 at 9:50 AM. Recordation No. 19911.

WHEREAS, the parties hereto desire to terminate and cancel the Agreement with respect to the Terminated Equipment and to record this termination and cancellation;

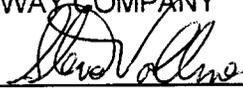
Now, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and EMD agree as follows:

1. Railroad and EMD hereby terminate and cancel the Agreement with respect to the Terminated Equipment, effective April 8, 1996.
2. The parties agree to record this Final Termination with the STB so as to release the lien against the Terminated Equipment constituted by the Agreement.

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.

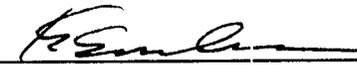
IN WITNESS WHEREOF, Railroad and EMD have each caused this Interim Use Agreement Termination (Final) to be duly executed by their authorized officers as of the day and year first above written.

THE ATCHISON, TOPEKA AND SANTA FE  
RAILWAY COMPANY

By: 

Title: General Director - Finance

ELECTRO-MOTIVE DIVISION  
GENERAL MOTORS CORPORATION

By: 

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

State of Illinois

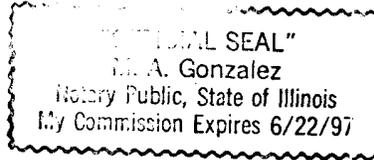
County of Will §

On this 4<sup>th</sup> day of April, 1995<sup>6</sup>, 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.

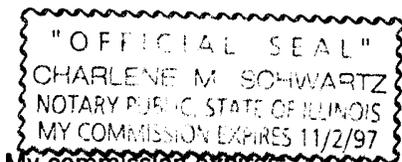
*J. A. Gonzalez*  
Notary Public

My commission expires:



State of Illinois  
County of Cook §

On this 4<sup>th</sup> day of April, 1995<sup>6</sup>, before me personally appeared Steve Vollmer, to me personally known, who, being by me duly sworn, did say that he is a General Director - Finance of the McGraw-Hill, Inc., 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.



My commission expires:

*Charlene M. Schwartz*  
Notary Public