

ALVORD AND ALVORD

ATTORNEYS AT LAW

918 SIXTEENTH STREET, N.W.

SUITE 200

WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

*17977-1*

3-187A035

17977-R

July 2, 1993

JUL 6 1993 4:22 PM

INTERSTATE COMMERCE COMMISSION

JUL 6 12 10 PM '93  
MOTOR OPERATING UNIT

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) fully executed and acknowledged copies of a Locomotives Rebuild/Interim Lease Purchase Agreement Termination (Partial) dated as of July 2, 1993, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Locomotive Rebuild/Interim Lease/Purchase Agreement dated as of October 1, 1992 which document was filed and recorded with the Commission on October 9, 1992 under Recordation Number 17977, as amended by Amendment to Locomotive Rebuild/Interim Lease/Purchase Agreement dated as of March 26, 1993 (Recordation Number 17977-F, recorded on April 28, 1993).

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

Southern Pacific Transportation Company  
One Market Plaza  
San Francisco, California 94015

Electro-Motive Division  
General Motors Corporation  
LaGrange, Illinois

*Counterparts - [Signature]*

Mr. Sidney L. Strickland, Jr.  
July 2, 1993  
Page Two

A description of the railroad equipment covered by the enclosed document is twenty-four (24) locomotives bearing SP road numbers.

7314	7600	7615	7623	8366	8527
7316	7609	7616	8352	8492	8548
7325	7611	7617	8353	8493	8557
7338	7613	7620	8365	8495	8559

Also enclosed is a check in the amount of \$16.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two (2) stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

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

Release of twenty-four (24) locomotives bearing SP marks and numbers.

Very truly yours,

  
Charles T. Kappler

CTK/bg  
Enclosures

17977-R  
JUL 6 1993 12:58 PM

**LOCOMOTIVE REBUILD/INTERIM LEASE/  
PURCHASE AGREEMENT TERMINATION**

INTERSTATE COMMERCE COMMISSION

(Partial)

This terminates the Locomotive Rebuild/Interim Lease/Purchase Agreement, dated as of October 1, 1992, ("Rebuild Agreement") between SOUTHERN PACIFIC TRANSPORTATION 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. 7314, 7316, 7325, 7338, 7600, 7609, 7611, 7613, 7615, 7616, 7617, 7620, 7623, 8352, 8353, 8365, 8366, 8492, 8493, 8495, 8527, 8548, 8557, and 8559 (hereinafter referred to as "Terminated Equipment"). The Rebuild Agreement and the hereinafter described recordation with the Interstate Commerce Commission ("ICC") with respect to locomotives listed on Exhibit B hereto continues in full force and effect.

WHEREAS, Railroad and EMD executed a Locomotive Rebuild/Interim Lease/Purchase Agreement, dated as of October 1, 1992, relating to the equipment described in Exhibit A hereto ("Locomotives");

WHEREAS, the Rebuild Agreement was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, as recorded on October 9, 1992 at 10:00 a.m. Recordation No. 17977; and was amended on March 26, 1993 and said Amendment was filed with the ICC on April 28, 1993 at 9:50 a.m. Recordation No. 17977-F;

WHEREAS, the parties hereto desire to terminate and cancel the Rebuild 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 Rebuild Agreement, effective July 2, 1993 with respect to the Terminated Equipment.
2. The parties agree to record this Agreement with the ICC so as to release the lien against the Terminated Equipment constituted by the Rebuild Agreement.

3. The parties agree that the Rebuild Agreement and the above-mentioned recordation with the ICC shall continue in full force and effect with respect to locomotives listed on Exhibit B hereto.
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.

SOUTHERN PACIFIC TRANSPORTATION  
COMPANY

By: *Adrian B. Bailey*  
Title: *Vice President Service  
Planning and Design*

ELECTRO-MOTIVE DIVISION  
GENERAL MOTORS CORPORATION

By: \_\_\_\_\_  
Title: \_\_\_\_\_

State of Illinois )  
County of Cook ) ss.

On this 30<sup>th</sup> day of June, 1993, before me personally appeared Keith A. McCanless, to me personally known, who, being by me duly sworn, did say that he is a 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.

  
Notary Public

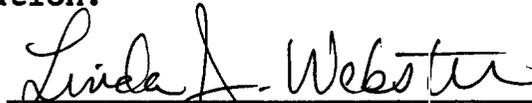
My commission expires:



State of Illinois )  
County of DuPage ) ss.

On this 30<sup>th</sup> day of June, 1993, before me personally appeared Adriene B. Bailey, to me personally known, who, being by me duly sworn, did say that she is a Vice President Service Planning and Design of Southern Pacific Transportation Company, that the instrument was signed on behalf of such corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.



  
Notary Public

My commission expires:

# Locomotive Numbers

EXHIBIT A

(All Southern Pacific Transportation Company)

7303	8308	8549
7306	8309	8557
7312	8310	8559
7313	8312	8560
7314	8313	9194
7316	8316	9243
7320	8322	9245
7321	8325	9250
7322	8350	9254
7323	8351	9273*
7325	8352	9282*
7326	8353	9287*
7331	8355	9294*
7333	8356	9300*
7335	8359	9308
7336	8361	9328
7338	8362	9330
7400	8363	9333
7486	8365	9337
7600	8386	9345
7609	8367	9347
7611	8376	9359
7613	8489	9362
7615	8490	9373*
7616	8491	9375*
7617	8492	9385*
7620	8493	9391*
7623	8494	9392*
7625	8495	9395*
8300	8496	9400*
8301	8497	9401*
8304	8527	9402*
8305	8528	
8606	8548	

\* Formerly owned by St. Louis Southwestern Railway Company and sold to Southern Pacific Transportation Company

**EXHIBIT B**

SSW	8322
SSW	8325
SSW	8376
SP	7312
SP	7313
SP	7322
SP	8300
SP	8308
SP	8309
SP	8310
SP	8312
SP	8313
SP	8356
SP	8359
SP	8361
SP	8362
SP	8363
SP	8367
SP	8489
SP	8490
SP	8497
SP	8528
SP	8560
SP	9250