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February 26, 1993

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WASHINGTON, D. C. 20036  
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RECORDATION NO. 18109 B FILED 1425

RECORDATION NO. 18109 A FILED 1425

FEB 26 1993 2:15 PM

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MICHAEL DOWNEY RICE  
COUNSEL

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

FEB 26 2 07 PM '93

Interstate Commerce Commission  
Washington, D.C.  
Attention of Secretary

Dear Sirs:

We enclose counterparts of the documents described below, to be recorded pursuant to section 11303 of Title 49 of the United States Code.

The documents are (a) a transfer and assignment agreement, a secondary document, dated as of January 5, 1993, and (b) a statement of new numbers, a secondary document, dated as of January 10, 1993.

The primary document to which these are related has been recorded under recordation number 18109.

The names and addresses of the parties to the documents are as follows:

Transferor, Assignor:

State Street Bank and Trust Company of  
Connecticut, National Association, as trustee  
750 Main Street  
Hartford, Connecticut 06103

Transferee, Assignee:

L.I.C. Associates  
c/o General Electric Capital Corporation  
1600 Summer Street  
Stamford, Connecticut 06927

*C. Downey Rice*

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WILLIAM J. MURPHY  
MARTIN J. MURPHY  
ANDREW W. MURPHY  
ROBERT M. MURPHY  
EDWARD A. MURPHY  
LIONEL A. MURPHY  
MICHAEL MURPHY  
CORNER

Lessee:

Kyle Railroad Company  
Third and Railroad Avenues  
Phillipsburg, Kansas 67661

A description of the equipment covered by the documents follows:

Four General Motors model GP35L diesel-electric locomotives, bearing the marks UP and the numbers 783, 787, 794, and 795, to be renumbered KYLE 2500, KYLE 2501, KYLE 2502, and AZER 2503.

A fee of \$16.00 is enclosed. Please return any extra counterparts, not needed by the Commission for recordation to:

James E. Magee, Esq.  
Reboul, MacMurray, Hewitt,  
Maynard & Kristol  
1111 19th Street, N.W.  
Suite 406  
Washington, D.C. 20036

A short summary of the documents to appear in the index follows:

- (a) Transfer and assignment agreement dated as of January 5, 1993, between State Street Bank and Trust Company of Connecticut, National Association, as trustee, and L.I.C. Associates, transferring and assigning four model GP35L locomotives and the equipment lease with Kyle Railroad Company recorded with the Interstate Commerce Commission and assigned recordation number 18109.
- (b) Statement of new numbers by Kyle Railroad Company, stating for the public record new numbers for four model GP35L locomotives covered by an equipment lease

recorded with the Interstate Commerce Commission and  
assigned recordation number 18109.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Michael Rice".

Michael Rice

MR:dp  
Enclosures

Interstate Commerce Commission  
Washington, D.C. 20423

2/26/93

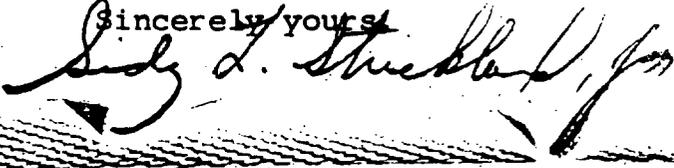
OFFICE OF THE SECRETARY

James E. Magee, Esq  
Reboul, MacMurray, Hewitt  
Maynard & Kristol  
1111 19th St. N.W. Suite 406  
Washington, D.C. 20036

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 2/26/93 at 2:15pm, and assigned re-  
recording number(s). 2/26/93  
18107-A & 18109-A & 18109-B

Sincerely yours,



Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

SE-30  
(7/79)

STATEMENT OF NEW NUMBERS dated as of January 10, 1993  
by KYLE RAILROAD COMPANY.

RECORDATION NO. 18109  
FILED  
FEB 26 1993 2:15 PM  
STATE COMMERCE COMMISSION

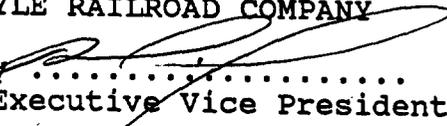
WHEREAS Kyle Railroad Company has entered into that certain Equipment Lease dated as of January 1, 1993, with State Street Bank and Trust Company of Connecticut, National Association, acting not in its individual capacity but solely as trustee under a certain trust agreement dated as of March 15, 1980, and said trustee has assigned the said Equipment Lease to L.I.C. Associates, a limited partnership, pursuant to that certain Transfer Agreement and Assignment dated as of January 5, 1993; and

WHEREAS Kyle Railroad Company proposes to change the marks and road numbers of the locomotives covered by said Equipment Lease, and wishes to show for the public record the existing and new marks and road numbers.

NOW, THEREFORE, Kyle Railroad Company hereby states that the locomotives covered by the aforesaid Equipment Lease, marked and numbered as shown below in the column headed "Existing Marks," shall be marked and numbered as shown below in the column headed "New Marks."

Existing Marks		New Marks	
<u>Marks</u>	<u>Road Numbers</u>	<u>Marks</u>	<u>Road Numbers</u>
UP	783	KYLE	2500
UP	787	KYLE	2501
UP	794	KYLE	2502
UP	795	AZER	2503

IN WITNESS WHEREOF, the undersigned has caused this statement to be executed by its duly authorized officer as of the date first above written.

KYLE RAILROAD COMPANY  
by   
Executive Vice President

STATE OF KANSAS )  
COUNTY OF *Phillips* ) SS.:

On this            day of January, 1993, before me personally appeared Rick Cecil, to me personally known, who, by me being duly sworn, says that he is Executive Vice President of Kyle Railroad Company, that the foregoing instrument was signed on behalf of said 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 said corporation.

..... *Marcia Heersink* .....

Notary Public

