



Michael J. Baughman
Counsel

General Electric Company
2901 East Lake Road, Erie, PA 16531
814 875-3044, Ex. 814 875-2724
Internet: michael.baughman@trans.ge.com

June 18, 1996

VIA FEDERAL EXPRESS

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

20145
RECORDATION NO. _____ FILED 1425
JUN 20 1996 - 11 22 AM
INTERSTATE COMMERCE COMMISSION

JUN 20 11 17 AM '96

RECEIVED
SURFACE TRANSPORTATION
BOARD

Subject: Recordation of Memorandum of Locomotive Lease

Dear Mr. Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. §11301 and the regulations thereunder, are duplicate originals of a Memorandum of Locomotive Lease ("Memorandum"), dated June 14, 1996, between General Electric Company ("Lessor") and Southern Pacific Transportation Company ("Lessee"). This is a Primary filing.

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

LESSOR: General Electric Company
2901 East Lake Road
Erie, Pennsylvania 16531

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

A general description of the locomotives covered by the enclosed documents is attached hereto as Schedule I. Also enclosed is a remittance in the amount of \$21.00 for the required recording fee.

The undersigned is Counsel and Attesting Secretary of General Electric Company. Please return one original of the enclosed document, stamped to

evidence filing, to Michael J. Baughman, General Electric Company, 2901 East Lake Road, Building 14-5, Erie, Pennsylvania 16531.

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

PRIMARY DOCUMENT

Memorandum of Lease dated June 14, 1996, between General Electric Company ("Lessor") and Southern Pacific Transportation Company ("Lessee"), relating to:

17 General Electric Company Model C30-7 Diesel Electric Locomotives, bearing road numbers 8084, 8087, 8078, 8015, 8017, 8044, 8058, 8025, 8093, 8079, 8002, 8095, 8021, 8072, 8032, 8077 and 8066; and

11 General Electric Company Model Super 7 Diesel Electric Locomotives, bearing road numbers 3000-3010, inclusive.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "M. Baughman". The signature is written in a cursive style with a long, sweeping tail on the final letter.

Enclosure

SCHEDULE I

Description of Locomotives (All GE Locomotives)

| <u>Road Number</u> | <u>Model</u> | <u>Road Number</u> | <u>Model</u> |
|--------------------|--------------|--------------------|--------------|
| GECX 8084 | C30-7 | GECX 3010 | Super 7 |
| GECX 8087 | C30-7 | GECX 3006 | Super 7 |
| GECX 8078 | C30-7 | GECX 3000 | Super 7 |
| GECX 8015 | C30-7 | GECX 3009 | Super 7 |
| GECX 8017 | C30-7 | GECX 3001 | Super 7 |
| GECX 8044 | C30-7 | GECX 3002 | Super 7 |
| GECX 8058 | C30-7 | GECX 3005 | Super 7 |
| GECX 8025 | C30-7 | GECX 3003 | Super 7 |
| GECX 8093 | C30-7 | GECX 3004 | Super 7 |
| GECX 8079 | C30-7 | GECX 3008 | Super 7 |
| GECX 8002 | C30-7 | GECX 3007 | Super 7 |
| GECX 8095 | C30-7 | | |
| GECX 8021 | C30-7 | | |
| GECX 8072 | C30-7 | | |
| GECX 8032 | C30-7 | | |
| GECX 8077 | C30-7 | | |
| GECX 8066 | C30-7 | | |

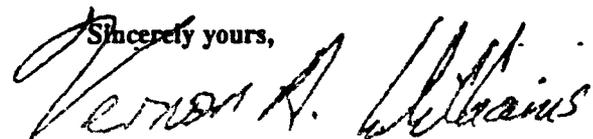
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

6/20/96

Michael J. Baughman
Counsel
General Electric Company
2901 East Lake Road
Erie, PA., 16531

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 6/20/96 at 11:20AM, and assigned recordation number(s). 20145.

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



JUN 20 1996 -11 20 AM

MEMORANDUM OF LOCOMOTIVE LEASE

INTERSTATE COMMERCE COMMISSION

On the 14th day of June, 1996, General Electric Company, a New York corporation acting through its Transportation Systems Business Operations with offices at 2901 East Lake Road, Erie, Pennsylvania 16531 ("Lessor"), and Southern Pacific Transportation Company, a Delaware corporation with offices at Southern Pacific Building, One Market Plaza, San Francisco, California 94105 ("Lessee"), entered into a Locomotive Lease, by which the following diesel electric locomotives were leased from Lessor to Lessee.

| <u>Road Number</u> | <u>Model</u> | <u>Road Number</u> | <u>Model</u> |
|--------------------|--------------|--------------------|--------------|
| GECX 8084 | C30-7 | GECX 3010 | Super 7 |
| GECX 8087 | C30-7 | GECX 3006 | Super 7 |
| GECX 8078 | C30-7 | GECX 3000 | Super 7 |
| GECX 8015 | C30-7 | GECX 3009 | Super 7 |
| GECX 8017 | C30-7 | GECX 3001 | Super 7 |
| GECX 8044 | C30-7 | GECX 3002 | Super 7 |
| GECX 8058 | C30-7 | GECX 3005 | Super 7 |
| GECX 8025 | C30-7 | GECX 3003 | Super 7 |
| GECX 8093 | C30-7 | GECX 3004 | Super 7 |
| GECX 8079 | C30-7 | GECX 3008 | Super 7 |
| GECX 8002 | C30-7 | GECX 3007 | Super 7 |
| GECX 8095 | C30-7 | | |
| GECX 8021 | C30-7 | | |
| GECX 8072 | C30-7 | | |
| GECX 8032 | C30-7 | | |
| GECX 8077 | C30-7 | | |
| GECX 8066 | C30-7 | | |

GENERAL ELECTRIC COMPANY

SOUTHERN PACIFIC
TRANSPORTATION COMPANY

By: *D.B. Tucker*
David B. Tucker, General Manager

By: *Jeff J. Smith*
Name *Jeffrey L. Smith*

Title _____

Title *Director Supply Management*

Commonwealth of Pennsylvania }
 }
County of Erie }

On this, the 14th day of June, 1996, before me, the undersigned officer, personally appeared David B. Tucker, who acknowledged himself to be General Manager of General Electric Company, a corporation, and that he as General Manager, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as General Manager.

In witness whereof, I hereunto set my hand and official seal.

Carol A. Wahlen

My commission expires:

| |
|--|
| Notarial Seal Carol A. Wahlen, Notary Public Erie, Erie County My Commission Expires Dec 12, 1998 Member, Pennsylvania Association of Notaries |
|--|

Notary Public

State of Colorado }
 }
County of Denver }

On this, the 17th day of June, 1996, before me, the undersigned officer, personally appeared Jeffrey J. Smith who acknowledged himself to be the Director, Supply Management of Southern Pacific Transportation Company, a corporation, and that he as Director, Supply Management, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Director Supply Management

In witness whereof, I hereunto set my hand and official seal.

Sandra L. Neely
Notary Public

My commission expires: _____

My Commission Expires Feb. 22, 1999

