



**Michael J. Baughman**  
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RECORDATION # **20199-A**

DEC 23 1996 -12:20 PM

December 19, 1996

**VIA FEDERAL EXPRESS**

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

**Subject: Recordation of Partial Termination 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 (with counterpart signature pages) of a Partial Termination of Locomotive Lease (the "Locomotive Lease"), dated December 19, 1996 between General Electric Company ("Lessor") and Burlington Northern Railroad Company ("Lessee"). This is a Secondary filing.

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

LESSOR: General Electric Company  
2901 East Lake Road  
Building 14-500  
Erie, Pennsylvania 16531

LESSEE: Burlington Northern Railroad Company  
777 Main Street  
3800 Continental Plaza  
Fort Worth, Texas 76102

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 \$22.00 for the required recording fee. If such a fee is not required in connection with this filing, please return the check to me.

*Counterparts - L. Baughman*

DEC 23 12 19 PM '96  
RECEIVED  
SURFACE TRANSPORTATION BOARD  
WASHINGTON, DC

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 14-500, Erie, Pennsylvania 16531.

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

SECONDARY DOCUMENT

Partial Termination of Locomotive Lease ("Locomotive Lease"), dated December 19, 1996 between General Electric Company ("Lessor") and Burlington Northern Railroad Company ("Lessee"), relating to:

Seven (7) General Electric Company Model Dash 9-44CW Diesel Electric Locomotives, bearing road numbers 964-970, inclusive, and relating to primary filing number 20199 filed with the Surface Transportation Board on July 30, 1996 at 9:55 am.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "M. J. Baughman".

Enclosure

SCHEDULE I

Description of Locomotives

| <u>Number of Locomotives</u> | <u>Type of Equipment</u>  | <u>Road Numbers</u>                  |
|------------------------------|---|--------------------------------------|
| Seven                        | General Electric<br>Model Dash 9-44CW<br>Diesel Electric<br>Locomotives | 964<br>through<br>970<br>(inclusive) |

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

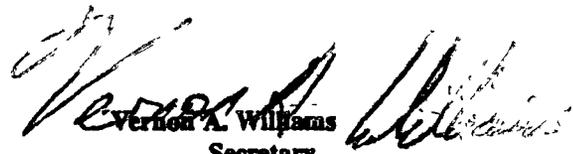
12/23/96

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 12/23/96 at 12:20PM, and assigned recordation number(s). 20109 A.

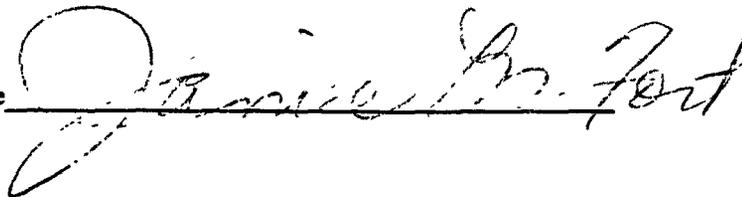
Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 22.00 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



RECORDATION NO. 20199-A  
DEC 23 1996 - 12 20 PM

**PARTIAL TERMINATION OF LOCOMOTIVE LEASE**

THIS PARTIAL TERMINATION OF LOCOMOTIVE LEASE, made the 19th day of December, 1996, by and between General Electric Company, a New York corporation acting through its Transportation Systems Business Operations ("GE"), and Burlington Northern Railroad Company, a Delaware corporation ("Railroad").

**WHEREAS**, GE and Railroad are parties to a Locomotive Lease dated as of April 30, 1996 (the "Lease"), which Lease was duly filed for recordation with the Surface Transportation Board (the "STB") pursuant to 49 U.S.C. Section 11303, on July 30, 1996, at 9:55 a.m., and given Recordation Number 20199; and

**WHEREAS**, GE and Railroad desire to terminate and cancel the Lease, but solely with respect to seven of the ten locomotives covered thereby;

**NOW THEREFORE**, in consideration of the promises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and GE, intending to be legally bound, agree as follows:

1. Railroad and GE hereby terminate and cancel the Lease, effective December 19, 1996, but solely with respect to the seven locomotives bearing road numbers 964 through 970, inclusive (the "Terminated Locomotives").
2. The parties agree to record this Partial Termination of Locomotive Lease with the STB so as to release GE's lien against the Terminated Locomotives.
3. Except as to the Terminated Locomotives, the Lease shall remain in full force and effect (with respect to those locomotives bearing road numbers 961-963, inclusive).
4. This Partial Termination of Locomotive Lease may be executed in one or more counterparts, each of which counterparts when so executed shall be deemed to be an original, but all of which counterparts, taken together, shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Railroad and GE have each caused this Partial Termination of Lease to be duly executed by their authorized officers as of the day and year first above written.

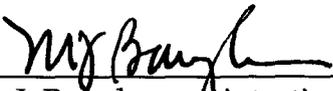
ATTEST:

\_\_\_\_\_

**BURLINGTON NORTHERN  
RAILROAD COMPANY**

By: \_\_\_\_\_  
Paul J. Weyandt, Assistant Vice  
President-Finance and  
Assistant Treasurer

ATTEST:

  
\_\_\_\_\_  
M. J. Baughman, Attesting Secretary

**GENERAL ELECTRIC COMPANY**

By:   
\_\_\_\_\_  
Robert H. Swan, Chief Financial-  
Officer, GE Transportation Systems

Commonwealth of Pennsylvania }  
County of Erie }

On this 19th day of December, 1996, before me personally appeared Robert H Swan, to me personally known, who, being duly sworn, did say that he is Chief Financial Officer of GE Transportation Systems, a business unit of General Electric Company, that the foregoing 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

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

*Carol A. Wahlen*  
Notary Public

State of Illinois }  
County of \_\_\_\_\_ }

On this \_\_\_ day of December, 1996, before me personally appeared Paul J Weyandt, to me personally known, who, being duly sworn, did say that he is Assistant Vice President-Finance and Assistant Treasurer of Burlington Northern Railroad Company, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he or she acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation

My commission expires

\_\_\_\_\_  
Notary Public

IN WITNESS WHEREOF, Railroad and GE have each caused this Partial Termination of Lease to be duly executed by their authorized officers as of the day and year first above written.

ATTEST.

  
\_\_\_\_\_  
Asst Secy

BURLINGTON NORTHERN  
RAILROAD COMPANY

By:   
\_\_\_\_\_  
Paul J. Weyandt, Assistant Vice  
President-Finance and  
Assistant Treasurer

ATTEST:

\_\_\_\_\_  
M. J. Baughman, Attesting Secretary

GENERAL ELECTRIC COMPANY

By: \_\_\_\_\_  
Robert H. Swan, Chief Financial-  
Officer, GE Transportation Systems

Commonwealth of Pennsylvania }  
County of Erie }

On this 19th day of December, 1996, before me personally appeared Robert H. Swan, to me personally known, who, being duly sworn, did say that he is Chief Financial Officer of GE Transportation Systems, a business unit of General Electric Company, that the foregoing 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:

\_\_\_\_\_  
Notary Public

State of Illinois }  
County of Cook }

On this 18th day of December, 1996, before me personally appeared Paul J. Weyandt, to me personally known, who, being duly sworn, did say that he is Assistant Vice President-Finance and Assistant Treasurer of Burlington Northern Railroad Company, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he or she acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation

My commission expires:

Dorothy V. Schatzle  
Notary Public

