



Daniel A Rowley
Counsel

General Electric Company
2901 East Lake Road, Erie, PA 16531
814 875-5640
Fx 814 875-2724

20308
OCT 11 1996 11:14 AM

October 11, 1996

OCT 15 10 57 AM '96
RECEIVED
SURFACE TRANSPORTATION
BOARD

Mr. Vernon Williams
Surface Transportation Board
12th and Constitution Avenue, N.W.
Room 2311
Washington, D.C. 20423

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, is an original and one copy/counterpart of an Memorandum of Locomotive Lease, dated as of October 7, 1996, between General Electric Company ("Lessor") and Southern Pacific Transportation Company ("Lessee"), a primary document.

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

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

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

A general description of the locomotive(s) 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.

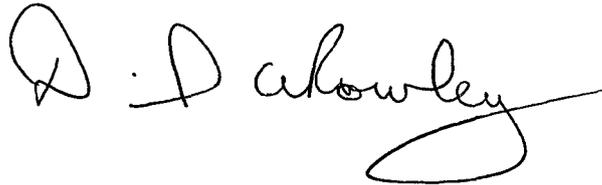
The undersigned is Counsel and Attesting Secretary of General Electric Company, the Lessor. Please return the original and any extra copies not needed by the Board for recordation to Daniel A. Rowley, General Electric Company, 2901 East Lake Road, Building 14-5, Erie, Pennsylvania 16531.

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

PRIMARY DOCUMENT

Memorandum of Locomotive Lease, dated as of October 7, 1996 between General Electric Company ("Lessor") and Southern Pacific Transportation Company ("Lessee"), relating to fifteen (15) C39-8 diesel electric locomotives.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "D. A. Rowley". The signature is written in a cursive style with a large, sweeping loop at the end.

Enclosures

SCHEDULE I

Description of Locomotive(s)

<u>Type of Equipment</u>	<u>Road Numbers</u>	<u>Model</u>
Fifteen (15) diesel electric locomotives	CR 6000	C39-8
	CR 6002	C39-8
	CR 6003	C39-8
	CR 6010	C39-8
	CR 6011	C39-8
	CR 6012	C39-8
	CR 6014	C39-8
	CR 6016	C39-8
	CR 6018	C39-8
	CR 6019	C39-8
	CR ----	C39-8

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

10/15/96

Daniel A. Rowley
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 10/15/96 at 11:00AM, and assigned recordation number(s) 20308.

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



20338

MEMORANDUM OF LOCOMOTIVE LEASE OCT 15 1996 11:45 AM

On the 7th day of October, 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 Numbers</u>	<u>Model</u>
CR 6000	C39-8
CR 6002	C39-8
CR 6003	C39-8
CR 6010	C39-8
CR 6011	C39-8
CR 6012	C39-8
CR 6014	C39-8
CR 6016	C39-8
CR 6018	C39-8
CR 6019	C39-8
CR ----	C39-8

Copies

GENERAL ELECTRIC COMPANY

By: *D.B. Tucker*
David B. Tucker, General Manager
Global Service Operations

**SOUTHERN PACIFIC
TRANSPORTATION COMPANY**

By: *Jeffrey J. Smith*
Name *JEFFREY J. SMITH*
Title *Director Supply Management*

Commonwealth of Pennsylvania }
 }
County of Erie }

On this, the 7th day of October, 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.

Notarial Seal
Carol A. Wahlen, Notary Public
Erie, Erie County
My Commission Expires Dec 12, 1998

Carol A. Wahlen

Notary Public

My commission expires: ~~Member, Pennsylvania Association of Notaries~~

State of Colorado }
 }
County of Denver }

On this, the 10th day of October, 1996, before me, the undersigned officer, personally appeared Jeffrey J. Smith, who acknowledged himself to be the Director Supply mgmt of Southern Pacific Transportation Company, a corporation, and that he as Director Supply mgmt, 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 mgmt.

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

