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16877-B

EUROPEAN OFFICE  
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LONDON SW1Y 5AA, ENGLAND  
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ALLEN H HARRISON, JR  
DIRECT LINE (202)  
663-6093

DEC 7 1990 50 PM

INTERSTATE COMMERCE COMMISSION  
0-341A004

December 6, 1990

Recordation No. 16877

\$15.00 filing fee

Dear Mr. Strickland:

On behalf of General Motors Corporation (Electro-Motive Division), I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, executed counterparts of a secondary document, not previously recorded, entitled Interim Lease Agreement Termination (Final) ("Termination"), effective December 6, 1990.

The parties to the enclosed Termination are:

General Motors Corporation (Electro-Motive Division)  
- Lessor  
9301 West 55th Street  
LaGrange, Illinois 60525

The Atchison, Topeka and Santa Fe Railway Company  
- Lessee  
80 E. Jackson Boulevard  
Chicago, Illinois 60604

DEC 7 8 45 AM '90  
MOTOR OPERATING UNIT

The said Termination acts to terminate that certain "The Atchison, Topeka and Santa Fe Railway Company Locomotive Operating Lease Agreement" recorded with the Interstate Commerce Commission ("ICC") May 29, 1990, under Recordation No. 16877, and the said Termination should be recorded under the next available letter designation under Recordation No. 16877 which we believe will be -B.

A short summary of the document to appear in the ICC Index is as follows:

"Full Termination of above document"

THIS ONE IS - 16877-B

CC - G. H. Harrison

Enclosed is a check in the amount of fifteen dollars (\$15.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterparts of the Termination not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

Allen H. Harrison, Jr.  
Attorney for the purpose  
of this filing for  
General Motors Corporation  
(Electro-Motive Division)

Honorable Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20231

Enclosures

AHH/iw

BY HAND

**Interstate Commerce Commission**

Washington, D.C. 20423

12/7/90

OFFICE OF THE SECRETARY

Allen H. Harrison, Jr.

Wilmer, Cutler & Pickering

2445 M. St. N.W.

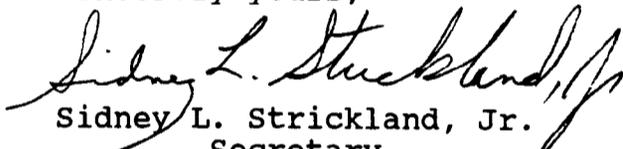
Washington, D.C. 20037

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 12/7/90 at 8:50am, and assigned recordation number(s).

16877-B, 17046-A, 16942-B & 16943-B

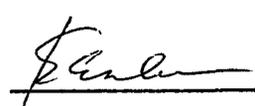
Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

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.

ELECTRO-MOTIVE DIVISION  
GENERAL MOTORS CORPORATION  
9301 W. 55th Street  
LaGrange, Illinois 60525

Attest: 

By: 

John W. Jarrell  
Title Vice President & General Manager

Page 2 of the Interim Lease  
Agreement Termination (Final)

THE ATCHISON, TOPEKA AND SANTA FE  
RAILWAY COMPANY  
80 E. Jackson Blvd.  
Chicago, Illinois 60604

Attest:

Stuart E. Vaughn  
Assistant Secretary

By:

D H Skelton  
Vice President - Marketing  
and Sales