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TELEX 440239 WCPI UI,  
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ABA NET ABA1354  
SOURCE WCPOO1

16943-B  
RECORDATION NO. 16943

EUROPEAN OFFICE  
4 CARLTON GARDENS  
PALL MALL  
LONDON SW1Y 5AA, ENGLAND  
TELEPHONE 011 (441) 839-4466  
FACSIMILE 011 (441) 839-3537  
TELEX 8813918 WCP LDN

DEC 7 1990 - 8 50 AM

INTERSTATE COMMERCE COMMISSION

0-341A002

ALLEN H HARRISON, JR  
DIRECT LINE (202)  
663-6093

December 6, 1990

Recordation No. 16943

*\$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.

*Harrison  
15  
16943-B*

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

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") July 25, 1990, under Recordation No. 16943, and the said Termination should be recorded under the next available letter designation under Recordation No. 16943 which we believe will be -B.

DEC 7 8 45 AM '90  
MOTOR OPERATING UNIT

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

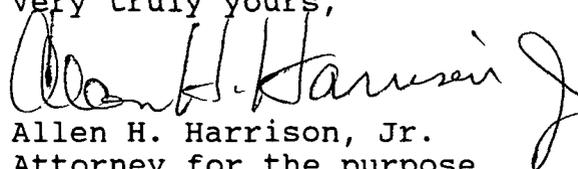
"Full Termination of above documents"

*Reviewed by A. 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

16943-13

16943-13

INTERIM LEASE AGREEMENT TERMINATION (FINAL) DEC 7 1990 - 8:50 PM

INTERSTATE COMMERCE COMMISSION

This terminates the Interim Lease Agreement, dated July 11, 1990, between The Atchison Topeka & Santa Fe Railway Company ("Railroad") a Delaware corporation, and Electro-Motive Division, General Motors Corporation ("EMD"), a Delaware corporation with respect to the following locomotives: 140-147, inclusive, 149 through 151 inclusive, 153 through 159 inclusive and 161 and 162 (hereinafter referred to as "Terminated Equipment").

WHEREAS, Railroad and EMD executed an Interim Lease Agreement, dated July 11, 1990, and an amendment thereto, relating to the equipment described above ("Locomotives");

WHEREAS, the Interim Lease Agreement was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, as recorded on July 25, 1990 at 9:50 a.m. Recordation No. 16943.

WHEREAS, the parties hereto desire to terminate and cancel the Interim Lease Agreement and to record this termination and cancellation;

Now, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and EMD agree as follows:

- 1. Railroad and EMD hereby terminate and cancel the Interim Lease Agreement, effective December 6, 1990.
2. The parties agree to record this Agreement with the ICC so as to release the lien against all of the Terminated Equipment constituted by the Interim Lease Agreement.
3. This Agreement may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one 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: [Signature]

By: [Signature] 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 Sletton  
Vice President - Marketing  
and Sales

State of Illinois )  
County of Cook ) ss.

On this 3<sup>rd</sup> day of December, 1989, before me <sup>40 Pa</sup>  
personally appeared John W. Jarrell, to me personally known, who,  
being by me duly sworn, did say that he is a V.P. & General Manager of  
Electro-Motive Division, General Motors Corporation, that the 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.

Juanita Acantilado  
Notary Public

My commission expires:

April 17, 1992



State of \_\_\_\_\_ )  
County of \_\_\_\_\_ ) ss.

On this \_\_\_\_\_ day of \_\_\_\_\_, 1989, before me  
personally appeared \_\_\_\_\_, to me personally known, who,  
being by me duly sworn, did say that he is a \_\_\_\_\_ of  
\_\_\_\_\_, that the 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.

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

My commission expires:

\_\_\_\_\_

State of Illinois )  
County of Cook ) ss.

On this \_\_\_\_\_ day of \_\_\_\_\_, 1990, before me personally appeared \_\_\_\_\_, to me personally known, who, being by me duly sworn, did say that he is a \_\_\_\_\_ of Electro-Motive Division, General Motors Corporation, that the 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.

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

My commission expires:  
\_\_\_\_\_

State of Illinois )  
County of Cook ) ss.

On this 3rd day of December, 1990, before me personally appeared D. H. Skelton, to me personally known, who, being by me duly sworn, did say that he is a Vice President - Marketing and Sales of The Atchison, Topeka and Santa Fe Railway Company, that the 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.

*Darlene M. Thompson*  
\_\_\_\_\_  
Notary Public

My commission expires:

*July 21, 1992*  
\_\_\_\_\_

